

INTEGRITY GAMING CORP.
(formerly Poydras Gaming Finance Corp.)
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INFORMATION CIRCULAR

(unless otherwise specified, information is as of July 23, 2018)

This Information Circular is furnished in connection with the solicitation of proxies by the management of **Integrity Gaming Corp.** (the “**Company**”) for use at the annual general meeting (the “**Meeting**”) of the Company (and any adjournment thereof) to be held on September 20, 2018 at the time and place and for the purposes set forth in the accompanying Notice of Meeting.

In this Information Circular, references to the “**Company**”, “**Integrity**” “**we**” and “**our**” refer to Integrity Gaming Corp. “**Common Shares**” means common shares without par value in the capital of the Company. “**Beneficial Shareholders**” means shareholders who do not hold shares in their own name and “**intermediaries**” refers to brokers, investment firms, clearing houses and similar entities that own securities on behalf of Beneficial Shareholders.

The board of directors of the Company (the “**Board**”) has approved the contents and the sending of this Information Circular. All dollar amounts referred to herein are expressed in Canadian dollars unless otherwise indicated.

GENERAL PROXY INFORMATION

Solicitation of Proxies

The solicitation of proxies will be primarily by mail, but proxies may be solicited personally or by telephone by directors, officers and regular employees of the Company. The Company will bear all costs of this solicitation. We have arranged for intermediaries to forward the meeting materials to beneficial owners of the Common Shares held of record by those intermediaries and we may reimburse the intermediaries for their reasonable fees and disbursements in that regard.

Appointment of Proxyholders

The individuals named in the accompanying form of proxy (the “**Proxy**”) are an officer and legal counsel for the Company. **If you are a shareholder entitled to vote at the Meeting, you have the right to appoint a person or company other than either of the persons designated in the Proxy, who need not be a shareholder, to attend and act for you and on your behalf at the Meeting. You may do so either by inserting the name of that other person in the blank space provided in the Proxy or by completing and delivering another suitable form of proxy.**

Voting by Proxyholder

The persons named in the Proxy will vote or withhold from voting the Common Shares represented thereby in accordance with your instructions on any ballot that may be called for. If you specify a choice with respect to any matter to be acted upon, your Common Shares will be voted accordingly. The Proxy confers discretionary authority on the persons named therein with respect to:

- (a) each matter or group of matters identified therein for which a choice is not specified, other than the appointment of an auditor and the election of directors;
- (b) any amendment to or variation of any matter identified therein; and
- (c) any other matter that properly comes before the Meeting.

In respect of a matter for which a choice is not specified in the Proxy, the persons named in the Proxy will vote the Common Shares represented by the Proxy for the approval of such matter.

Registered Shareholders

Registered Shareholders may wish to vote by proxy whether or not they are able to attend the Meeting in person. Registered Shareholders may choose one of the following options to submit their proxy:

- (a) complete, date and sign the Proxy and return it to the Company’s transfer agent, Computershare Investor Services Inc. (“**Computershare**”), by fax within North America at 1-866-249-7775, outside North America at (416) 263-9524, or by mail to the 8th Floor, 100 University Avenue, Toronto, Ontario,

M5J 2Y1 or by hand delivery at 3rd Floor, 510 Burrard Street, Vancouver, British Columbia Canada V6C 3B9;

- (b) use a touch-tone phone to transmit voting choices to a toll free number. Registered shareholders must follow the instructions of the voice response system and refer to the enclosed proxy form for the toll free number, the holder's account number and the control number; or
- (c) use the internet through the website of the Company's transfer agent at www.investorvote.com. Registered Shareholders must follow the instructions that appear on the screen and refer to the enclosed proxy form for the holder's account number and the control number.

In all cases the Registered Shareholder must ensure the proxy is received at least 48 hours (excluding Saturdays, Sundays and statutory holidays) before the Meeting or the adjournment thereof at which the proxy is to be used.

Beneficial Shareholders

The following information is of significant importance to shareholders who do not hold Common Shares in their own name. Beneficial Shareholders should note that the only proxies that can be recognized and acted upon at the Meeting are those deposited by registered shareholders (those whose names appear on the records of the Company as the registered holders of Common Shares) or as set out in the following disclosure.

If Common Shares are listed in an account statement provided to a shareholder by a broker, then in almost all cases those Common Shares will not be registered in the shareholder's name on the records of the Company. Such Common Shares will more likely be registered under the names of the shareholder's broker or an agent of that broker (an "intermediary"). In the United States, the vast majority of such Common Shares are registered under the name of Cede & Co. as nominee for The Depository Trust Company (which acts as depository for many U.S. brokerage firms and custodian banks), and in Canada, under the name of CDS & Co. (the registration name for The Canadian Depository for Securities Limited, which acts as nominee for many Canadian brokerage firms).

Intermediaries are required to seek voting instructions from Beneficial Shareholders in advance of meetings of shareholders. Every intermediary has its own mailing procedures and provides its own return instructions to clients.

There are two kinds of Beneficial owners – those who object to their name being made known to the issuers of securities which they own (called "OBOS" for Objecting Beneficial Owners) and those who do not object to the issuers of the securities they own knowing who they are (called "NOBOs" for Non-Objecting Beneficial Owners).

The Company is taking advantage of the provisions of National Instrument 54-101 "*Communication with Beneficial Owners of Securities of a Reporting Issuer*" that permit it to directly deliver proxy-related materials to its NOBOs. As a result NOBOs can expect to receive a scannable Voting Instruction Form ("VIF") from our transfer agent. These VIFs are to be completed and returned to Computershare in the envelope provided or by facsimile. In addition, Computershare provides both telephone voting and internet voting as described on the VIF itself which contain complete instructions at the Meeting with respect to the shares represented by the VIFs they receive.

These securityholder materials are being sent to both registered and non-registered owners of the securities of the Company. If you are a non-registered owner, and the Company or its agent sent these materials directly to you, your name and address and information about your holdings of securities have been obtained in accordance with applicable securities regulatory requirements from the intermediary holding securities on your behalf.

By choosing to send these materials to you directly, the Company (and not the intermediary holding securities on your behalf) has assumed responsibility for (i) delivering these materials to you, and (ii) executing your proper voting instructions. Please return your voting instructions as specified in your request for voting instructions.

Beneficial Shareholders who are OBOs should follow the instructions of their intermediary carefully to ensure that their Common Shares are voted at the Meeting.

The form of proxy supplied to you by your broker will be similar to the proxy provided to registered shareholders by the Company. However, its purpose is limited to instructing the intermediary on how to vote your Common Shares on your behalf. Most brokers now delegate responsibility for obtaining instructions from clients to Broadridge Financial Solutions, Inc. ("Broadridge") in the United States and in Canada. Broadridge mails a VIF in lieu of a proxy provided by the Company. The VIF will name the same persons as the Company's Proxy to represent your Common Shares at the Meeting. You have the right to appoint a person (who need not be a Beneficial Shareholder of the Company), other than any of the persons designated in the VIF, to represent your Common Shares at the Meeting, and that person may be you. To exercise this right, you should insert the name of the desired representative (which may be yourself) in the blank space provided in the VIF. The completed VIF must then be returned to Broadridge by mail or facsimile or given to Broadridge by phone or over the internet, in accordance with Broadridge's instructions. Broadridge then tabulates the results of all instructions

received and provides appropriate instructions respecting the voting of Common Shares to be represented at the Meeting, and the appointment of any shareholder's representative. **If you receive a VIF from Broadridge, the VIF must be completed and returned to Broadridge, in accordance with its instructions, well in advance of the Meeting in order to have your Common Shares voted at the Meeting and to vote your Common Shares at the Meeting.**

Notice to Shareholders in the United States

The solicitation of proxies is not subject to the requirements of Section 14(a) of the U.S. Exchange Act by virtue of an exemption applicable to proxy solicitations by foreign private issuers as defined in Rule 3b-4 of the U.S. Exchange Act. Accordingly, this Circular has been prepared in accordance with applicable Canadian disclosure requirements. Residents of the United States should be aware that such requirements differ from those of the United States applicable to proxy statements under the U.S. Exchange Act.

This document does not address any income tax consequences of the disposition of the Company's shares by shareholders. Shareholders in a jurisdiction outside of Canada should be aware that the disposition of shares by them may have tax consequences both in those jurisdictions and in Canada, and are urged to consult their tax advisors with respect to their particular circumstances and the tax considerations applicable to them.

Any information concerning any properties and operations of the Company has been prepared in accordance with Canadian standards under applicable Canadian securities laws, and may not be comparable to similar information for United States companies.

Financial statements included or incorporated by reference herein have been prepared in accordance with International Financial Reporting Standards, as issued by the International Accounting Standards Board, and are subject to auditing and auditor independence standards in Canada. Such consequences for the Company Shareholders who are resident in, or citizens of, the United States may not be described fully in this Circular.

The enforcement by the Company Shareholders of civil liabilities under the United States federal securities laws may be affected adversely by the fact that the Company is incorporated or organized under the laws of a foreign country, that some or all of their officers and directors and the experts named herein are residents of a foreign country and that the major assets of the Company are located outside the United States.

Revocation of Proxies

In addition to revocation in any other manner permitted by law, a registered shareholder who has given a proxy may revoke it by:

- (a) executing a proxy bearing a later date or by executing a valid notice of revocation, either of the foregoing to be executed by the registered shareholder or the registered shareholder's authorized attorney in writing, or, if the shareholder is a corporation, under its corporate seal by an officer or attorney duly authorized, and by delivering the proxy bearing a later date to Computershare or to the address of the registered office of the Company at 1500 Royal Centre, 1055 West Georgia Street, P. O. Box 11117, Vancouver, British Columbia, V6E 4N7, at any time up to and including the last business day that precedes the day of the Meeting or, if the Meeting is adjourned, the last business day that precedes any reconvening thereof, or to the chairman of the Meeting on the day of the Meeting or any reconvening thereof, or in any other manner provided by law; or
- (b) personally attending the Meeting and voting the registered shareholder's Common Shares.

A revocation of a proxy will not affect a matter on which a vote is taken before the revocation.

INTEREST OF CERTAIN PERSONS OR COMPANIES IN MATTERS TO BE ACTED UPON

No director or executive officer of the Company, or any person who has held such a position during financial year ended December 31, 2017, nor any nominee for election as a director of the Company, nor any associate or affiliate of the foregoing persons, has any substantial or material interest, direct or indirect, by way of beneficial ownership of securities or otherwise, in any matter to be acted on at the Meeting other than the election of directors and as may be set out herein.

VOTING SECURITIES AND PRINCIPAL HOLDERS OF VOTING SECURITIES

The Company was continued out of the jurisdiction of Ontario into the jurisdiction of British Columbia under the *Business Corporations Act* (British Columbia) (the "BCBCA") on November 12, 2015 (the "**Continuation**") and the Company is governed by the BCBCA. The Company's name was changed from Poydras Gaming Finance Corp. to "Integrity Gaming Corp." effective January 1, 2018. The Company's new company name stock symbol on the TSX Venture Exchange is "IGAM".

Record Date

The Company's board (the "Board") has fixed July 23, 2018 as the record date (the "Record Date") for the determination of persons entitled to receive notice of and to vote at the Meeting. Only shareholders of record at the close of business on the Record Date who either attend the Meeting personally or complete, sign and deliver a form of proxy in the manner and subject to the provisions described above will be entitled to vote or to have their Common Shares voted at the Meeting.

The Company is authorized to issue an unlimited number of Common Shares without par value. As of July 23, 2018, there were 35,223,928 Common Shares without par value issued and outstanding, each carrying the right to one vote. No group of shareholders has the right to elect a specified number of directors.

Share Consolidation

The Company consolidated its common shares effective May 2, 2016, at a ratio of 10 pre consolidation common shares for 1 new post-consolidated common share.

Significant Shareholders

To the knowledge of the directors and executive officers of the Company, persons or companies that beneficially owned, directly or indirectly, or exercised control or direction over, Shares carrying more than 10% of the voting rights attached to all outstanding Shares of the Company as at July 23, 2018 are:

<u>Shareholder Name⁽¹⁾</u>	<u>Number of Shares Held⁽¹⁾</u>	<u>Percentage of Issued Shares</u>
Fountain Asset Corp.	36,946,428 pre consolidation/3,694,643 post- consolidated	10.49% post-consolidated

Note:

⁽¹⁾ The above information was supplied to the Company from the insider report available at www.sedi.ca.

FINANCIAL STATEMENTS

The audited financial statements of the Company for the fiscal year ended December 31, 2017, the report of the auditor thereon and the related management's discussion and analysis were filed on SEDAR at www.sedar.com on April 24, 2018 and will be tabled at the Meeting and will be available at the Meeting.

ELECTION OF DIRECTORS

There are currently four directors of the Company. The Board has determined the number of directors at four. Shareholders are being asked to fix the number of directors at five. The four nominees for election at the Meeting are currently directors of the Company. All nominees have agreed to stand for election.

The term of office of the current directors will end immediately before the election or appointment of directors at the Meeting. Unless the director's office is earlier vacated in accordance with the provisions of the *Business Corporations Act* (British Columbia), each director elected will hold office until immediately before the election or appointment of directors at the Meeting, or if no directors are then elected, until a successor is elected.

The following disclosure sets out the names of management’s four nominees for election as directors, all major offices and positions with the Company and any of its significant affiliates each now holds, each nominee’s principal occupation, business or employment (for the five preceding years for new director nominees), the period of time during which each has been a director of the Company and the number of Common Shares of the Company beneficially owned by each, directly or indirectly, or over which each exercised control or direction, as at July 23, 2018.

Name of Nominee; Current Position with the Company and Province or State and Country of Residence	Principal Occupation	Period as a Director of the Company	Common Shares Beneficially Owned or Controlled⁽¹⁾
David Danziger ⁽²⁾⁽⁶⁾⁽⁸⁾ Chairman of the Board Director Ontario, Canada	Chartered Professional Accountant, Senior Vice President of Assurance as well as the National Leader of Public Companies for MNP LLP, Chartered Professional Accountants.	Chairman of the Board Since August 22, 2017 Director at date of Continuation (defined above): November 12, 2015	Nil
Prakash Hariharan ⁽⁵⁾⁽⁶⁾⁽⁷⁾⁽⁸⁾ Director Ontario, Canada	Businessman; Portfolio Manager for Front Street Capital, an investment firm in Toronto, Canada from March 2005 until February 2013; Chairman, Analytixinsight Inc. (TSXV) provides technology and solutions to the media and broadcast industry in Canada and the United States from July 2013 to present.	Director at date of Continuation (defined above): November 12, 2015	430,000
Robert Miodunski ⁽³⁾⁽⁶⁾⁽⁷⁾ Director Nevada, United States	Businessman; Chairman, CEO and President American Gaming Systems (“AGS”) from July 2010 until his retirement in January 2014; CEO Alliance Gaming (now Scientific Games Corporation, NASDAQ:SGMS) until his retirement in September 2004.	Director at date of Continuation (defined above): November 12, 2015	Nil
Kim Oishi ⁽⁴⁾⁽⁷⁾⁽⁸⁾ Director British Columbia, Canada	Businessman; founder and President of Grand Rock Capital Inc., a company that invests in growth companies and provides consulting services for investor relations, corporate finance, business development, and mergers and acquisitions for companies listed on the Toronto Stock Exchange.	Director at date of Continuation (defined above): November 12, 2015	290,834 ⁽⁶⁾

Notes:

- (1) The information as to principal occupation, business or employment and Common Shares beneficially owned or controlled is not within the knowledge of the management of the Company and has been furnished by the respective nominees.
- (2) David Danziger also holds stock options as detailed in the Outstanding Compensation Securities section of this Information Circular.
- (3) Robert Miodunski also holds stock options as detailed in the Outstanding Compensation Securities section of this Information Circular
- (4) Of Kim Oishi's shareholdings, 221,249 common shares are held indirectly by Grand Rock Capital Inc., a private company owned and controlled by Mr. Oishi, and a total of 69,585 common shares are held directly by Kim Oishi. Kim Oishi also holds stock options as detailed in the Outstanding Compensation Securities section of this Information Circular
- (5) Prakash Hariharan also holds stock options as detailed in the Outstanding Compensation Securities section of this Information Circular
- (6) Member of the audit committee.
- (7) Member of the compensation committee.
- (8) Member of the corporate governance and disclosure committee.

None of the proposed nominees for election as a director of the Company are proposed for election pursuant to any arrangement or understanding between the nominee and any other person, except the directors and senior officers of the Company acting solely in such capacity.

A shareholder can vote for all of the above nominees, vote for some of the above nominees and withhold for other of the above nominees, or withhold for all of the above nominees. **Unless otherwise instructed, the named proxyholders will vote FOR the election of each of the proposed nominees set forth above as directors of the Company. At the Meeting the above persons will be nominated for election as director as well as any person nominated pursuant to the Advance Notice Provision (see below). Only persons nominated by management pursuant to this Information Circular or pursuant to the Advance Notice Provision will be considered valid director nominees eligible for election at the Meeting.**

Other than as set out below, within the last 10 years before the date of this Information Circular no proposed nominee for election as a director of the Company was a director or executive officer of any company (including the Company in respect of which this Information Circular is prepared) acted in that capacity for a company that was:

- (a) subject to a cease trade or similar order or an order denying the relevant company access to any exemptions under securities legislation, for more than 30 consecutive days;
- (b) subject to an event that resulted, after the director or executive officer ceased to be a director or executive officer, in the company being the subject of a cease trade or similar order or an order that denied the relevant company access to any exemption under the securities legislation, for a period of more than 30 consecutive days;
- (c) within a year of that person ceasing to act in that capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets; or has become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or become subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold the assets of the proposed director;
- (d) subject to any penalties or sanctions imposed by a court relating to securities legislation or by a securities regulatory authority or has entered into a settlement agreement with a securities regulatory authority; or
- (e) subject to any other penalties or sanctions imposed by a court or a regulatory body that would likely be considered important to a reasonable securityholder in deciding whether to vote for a proposed director.

Mr. Danziger was appointed a director of American Apparel, Inc. ("American Apparel"), a company listed on the NYSE MKT LLC exchange on July 11, 2011 and resigned as director on June 14, 2015. Subsequently, on October 5, 2015, American Apparel announced that it had reached an agreement with its lenders to significantly reduce its debt and interest payments through a consensual pre-arranged reorganization under Chapter 11 of the U.S. Bankruptcy Code in the U.S. Bankruptcy Court for the District of Delaware. On October 6, 2015, American Apparel announced that it received a notification letter stating that the staff of NYSE regulation, Inc. determined to suspend trading immediately and commence proceedings to delist American Apparel's common stock from NYSE MKT LLC. The Chapter 11 reorganization was approved by the Court in January 2016.

On April 16, 2014, the Ontario Securities Commission issued a management cease trade order against Carpathian Gold Inc. ("Carpathian") in connection with Carpathian's failure to file its audited annual financial statements and related

management's discussion and analysis for the year ended December 31, 2013. The management cease trade order was lifted on June 19, 2014 following the filing of the required continuous disclosure documents. During the period of the management cease trade order, Mr. Danziger was a director of Carpathian.

Advance Notice Provisions to Company's Articles

The Company was continued out of the jurisdiction of Ontario into British Columbia under the *Business Corporations Act* (British Columbia) on November 12, 2015. Shareholders of the Company approved the continuance and the adoption of a new set of Articles under the *Business Corporations Act* (British Columbia) (the "BCA"), that include advance notice provisions (the "Advance Notice Provisions"). The Company's BCA Articles were SEDAR filed on the Company's SEDAR corporate profile on December 23, 2015. The Advance Notice Provisions require that advance notice be provided to the Company in circumstances where nominations of persons for election to the Board are made by shareholders of the Company other than pursuant to: (i) a requisition of a meeting of shareholders made pursuant to the provisions of the *Business Corporations Act* (British Columbia) (the "Act"); or (ii) a shareholder proposal made pursuant to the provisions of the Act.

The Advance Notice Provisions provide shareholders, directors and management of the Company with a clear framework for nominating directors. Among other things, the Advance Notice Provisions fix a deadline by which holders of Common Shares must submit director nominations to the Company prior to any annual or special meeting of shareholders and sets forth the minimum information that a shareholder must include in the notice to the Company for the notice to be in proper written form.

The foregoing is merely a summary of the Advance Notice Provision, is not comprehensive and is qualified by the full text of such provision which is available under the Company's profile on SEDAR at www.sedar.com.

The Company has not received notice of a nomination in compliance with its bylaws and, as such, any nominations other than nominations by or at the direction of the Board or an authorized officer of the Company will be disregarded at the Meeting.

Unless otherwise directed, the persons named in the enclosed form of proxy intend to vote FOR the election of the Nominees.

THE BOARD OF DIRECTORS UNANIMOUSLY RECOMMENDS THAT EACH SHAREHOLDER VOTE "FOR" THE ELECTION OF THE ABOVE NOMINEES AS DIRECTORS.

APPOINTMENT OF AUDITOR

KPMG LLP, Chartered Professional Accountants, will be nominated at the Meeting for appointment as auditor of the Company.

AUDIT COMMITTEE AND RELATIONSHIP WITH AUDITOR

National Instrument 52-110 "Audit Committees" ("NI 52-110") requires the Company, as a venture issuer, to disclose annually in its Information Circular certain information concerning the constitution of its audit committee and its relationship with its independent auditor. Such disclosure is set forth below.

The Audit Committee's Charter

The Audit Committee has a charter. A copy of the audit committee charter is attached as Schedule A to this Information Circular.

Composition of the Audit Committee

At the date of this Information Circular, the members of the Audit Committee are Prakash Hariharan (Chair), David Danziger and Robert Miodunski. Messrs. Hariharan, Danziger, and Miodunski are independent. Messrs. Hariharan, Danziger, and Miodunski are considered to be financially literate as required by section 1.6 of NI 52-110. See below a detailed summary of the Audit Committee members; experience and education. See biographies of the Audit Committee members below.

Relevant Education and Experience

Each member of the Audit Committee has:

- (a) an understanding of the accounting principles used by the Company to prepare its financial statements, and the ability to assess the general application of those principles in connection with estimates, accruals and reserves;

- (b) experience preparing, auditing, analyzing or evaluating financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of issues that can reasonably be expected to be raised by the Company's financial statements, or experience actively supervising individuals engaged in such activities; and
- (c) an understanding of internal controls and procedures for financial reporting.

The following is a detailed summary of the experience and education of the Audit Committee members:

David Danziger, Chairman of the Board and Director – David Danziger is a Chartered Professional Accountant and the Senior Vice President of Assurance at MNP LLP, Chartered Professional Accountants. He is also the National Leader of MNP's Public Companies practice. MNP is Canada's 5th largest accounting firm. An accounting professional since 1980, Mr. Danziger is proficient in his field, serving in both the audit function and as a compliance advisor to public companies as well as to private firms looking to become public. He also assists clients with significant transactions, complex accounting matters and regulatory issues as well as prospectus filings and other publicly filed documents. Mr. Danziger's experience with US Reporting Issuers as well as Canadian Reporting Issuers has required him to be fluent in both IFRS and US GAAP. Mr. Danziger has served as a Director for public companies for many years and has held significant director positions with TSX, TSXV, CSE and NYSE listed public companies. He graduated from the University of Toronto with a Bachelor of Commerce in 1980 and completed the School of Accountancy in 1983.

Robert Miodunski, Director – Mr. Miodunski most recently served as Chairman, CEO, and President of American Gaming Systems ("AGS"). From July 2010 until his retirement in January 2014, Mr. Miodunski guided AGS through a period of growth and expansion, culminating with the December 2013 acquisition of AGS by affiliates of Apollo Global Management, LLC. Prior to taking over as Chairman, CEO, and President of AGS, Miodunski served as CEO of Alliance Gaming (now Scientific Games Corporation, NASDAQ:SGMS) until his retirement in September 2004. During Mr. Miodunski's term as CEO, Alliance Gaming saw its split-adjusted publicly traded stock price move from below US\$2 to more than US\$100. Miodunski's professional background also includes senior management positions at Federal Sign Co. as well as several technology-based companies earlier in his career. Miodunski holds a mechanical engineering degree from the University of Missouri and an MBA from the University of Dallas.

Prakash Hariharan, Director – Mr. Hariharan was formerly a portfolio manager for Front Street Capital, an investment firm in Toronto, Canada from March 2005 until February 2013. Since July 2013 he has been the Chairman of Analytixinsight Inc., a TSXV-listed company that, through a number of subsidiaries, provides technology and solutions to the media and broadcast industry in Canada and the United States, and offers financial research and content for investors, information providers, finance portals, and media. Mr. Hariharan holds a financial engineering (mathematical finance) degree and MBA from York University and an undergraduate degree in Chemical Engineering from the National Institute of Technology Warangal.

Audit Committee Oversight

The Audit Committee has not made any recommendations to the Board to nominate or compensate any auditor other than KPMG LLP.

Reliance on Certain Exemptions

The Company's auditor, KPMG LLP, Chartered Professional Accountants, has not provided any material non-audit services for financial year ended December 31, 2017.

Pre-Approval Policies and Procedures

The Audit Committee has not adopted specific policies and procedures for the engagement of non-audit services.

External Auditor Service Fees

The Audit Committee has reviewed the nature and amount of the non-audited services provided by KPMG LLP to ensure auditor independence. Fees incurred for audit and non-audit services were paid to KPMG LLP in financial year ended 2017 and in financial year ended 2016, as outlined in the following table.

Nature of Services	Fees Invoiced by Auditor in Year Ended December 31, 2017	Fees Invoiced by Auditor in Year Ended December 31, 2016
Audit Fees ⁽¹⁾	\$159,288	\$424,586
Audit Related Fees ⁽²⁾	Nil	Nil
Tax Fees ⁽³⁾	\$25,162	\$20,009
All Other Fees ⁽⁴⁾	Nil	Nil
Total	\$184,450	\$444,595

Notes:

- (1) "Audit Fees" include fees necessary to perform the annual audit and quarterly reviews of the Company's consolidated financial statements. Audit Fees include fees for review of tax provisions and for accounting consultations on matters reflected in the financial statements. Audit Fees also include audit or other attest services required by legislation or regulation, such as comfort letters, consents, reviews of securities filings and statutory audits.
- (2) "Audit-Related Fees" include services that are traditionally performed by the auditor. These audit-related services include employee benefit audits, due diligence assistance, accounting consultations on proposed transactions, internal control reviews and audit or attest services not required by legislation or regulation.
- (3) "Tax Fees" include fees for all tax services other than those included in "Audit Fees" and "Audit-Related Fees". This category includes fees for tax compliance, tax planning and tax advice. Tax planning and tax advice includes assistance with tax audits and appeals, tax advice related to mergers and acquisitions, and requests for rulings or technical advice from tax authorities.
- (4) "All Other Fees" include all other non-audit services.

CORPORATE GOVERNANCE

General

Corporate governance refers to the policies and structure of the board of directors of a company, whose members are elected by and are accountable to the shareholders of the company. Corporate governance encourages establishing a reasonable degree of independence of the board of directors from executive management and the adoption of policies to ensure the board of directors recognizes the principles of good management. The Board is committed to sound corporate governance practices, as such practices are both in the interests of shareholders and help to contribute to effective and efficient decision-making.

Board of Directors

The Board of the Company facilitates its exercise of independent supervision over management by ensuring representation on the Board by directors who are independent of management and by promoting frequent interaction and feedback. Directors are considered to be independent if they have no direct or indirect material relationship with the Company. A "material relationship" is a relationship which could, in the view of the Board, be reasonably expected to interfere with the exercise of a director's independent judgment.

The Board has reviewed the relationship between each director and the Company with a view to determining independence. Based on that review, three of the four current directors of the Company are independent. The Chairman of the Board is independent.

The directors intend to hold regularly scheduled Board meetings. The Board encourages independent board members to discuss all matters with other non-independent directors and management in order that they are fully informed and apprised of all matters necessary to make objective decisions as directors.

Directorships

The directors who are currently serving on boards of the following other reporting companies (or equivalent) is set out below:

Name of Director	Name of Reporting Issuer	Exchange Listed
David Danziger	Aumento Capital VI Corporation	TSX-V
	Aumento Capital VII Corporation	TSX-V
	Euro Sun Mining Inc. (formerly Carpathian Gold Inc.)	TSX

Name of Director	Name of Reporting Issuer	Exchange Listed
	Eurotin Inc.	TSX-V
	The Intertain Group Limited	TSX
	Jackpotjoy PLC	LSE
Prakash Hariharan	AnalytixInsight Inc. (formerly, OMT Inc.)	TSX-V
Robert Miodunski	Golden Entertainment Inc.	NASDAQ
Kim Oishi	Datable Technology Corporation (formerly 3TL Technologies Corp.)	TSX-V

Orientation and Continuing Education

When new directors are appointed, they receive an orientation, commensurate with their previous experience, on the Company's business and industry and on the responsibilities of directors.

Board meetings may also include presentations by the Company's management and employees to give the directors additional insight into the Company's business.

Ethical Business Conduct

The Board has found that the fiduciary duties placed on individual directors by the Company's governing corporate legislation and the common law and the restrictions placed by applicable corporate legislation on an individual directors' participation in decisions of the Board in which the director has an interest have been sufficient to ensure that the Board operates independently of management and in the best interests of the Company.

Nomination of Directors

The Board considers its size each year when it considers the number of directors to recommend to the shareholders for election at the annual meeting of shareholders, taking into account the number required to carry out the Board's duties effectively and to maintain a diversity of views and experience.

The Board does not have a nominating committee, and these functions are currently performed by the Board as a whole. However, if there is a change in the number of directors required by the Company, this policy will be reviewed.

Compensation Committee

The Board adopted a Compensation Committee Charter on November 21, 2014, which was subsequently revised effective May 22, 2018. At the date of this Information Circular, the Compensation Committee members are comprised of three independent directors: Robert Miodunski (Chair), Prakash Hariharan and Kim Oishi. The duties and responsibilities of this Committee is to review and make recommendations to the Board regarding compensation issues, in particular: i) compensation philosophy and policies; ii) competitive positioning, including establishing competitive base salaries and incentive awards for senior officers and management that are consistent with salaries for senior officers and management of other companies in the gaming industry; iii) administer the Company's equity compensation plan and grant awards to ensure compliance with regulatory agencies and as a meaningful motivation element for its participants; iv) annually review the performance of the senior officers of the Company on behalf of the Board; v) payments and awards to officers, employees and consultants under the Company's compensation, bonus and incentive plans; vi) director's compensation; vii) any contracts of employment for any position for the Company exceeding \$100,000 in annual base salary compensation or any equity grant; viii) any severance provisions for any employee involving any consideration other than as required by local law; and (ix) annually prepare a list of peer companies for use by the committee when determining the salaries, bonuses, long term and short term incentives of the officers and employees under the Company's compensation and incentive plans.

Corporate Governance and Disclosure Committee

The Company has a Corporate Governance and Disclosure Committee. At the date of this Information Circular, the Corporate Governance and Disclosure Committee is comprised of the following members: Kim Oishi (Chair) and Prakash Hariharan, both independent Directors. On November 21, 2014 this Committee adopted a Disclosure, Confidentiality and Insider Trading Policy. The Corporate Governance and Disclosure Committee develops and recommends to the Board the Company's approach to corporate governance including, without limitation, reviewing the Disclosure, Confidentiality and Insider Trading Policy ("Guidelines") of the Company on an annual basis and, if considered appropriate by the Committee, suggesting changes to the Board;

- (a) perform such tasks as indicated in the Guidelines;
- (b) review with management at least annually, all new and modified rules and policies applicable to governance of the Company to ensure that the Company remains in full compliance with such requirements; and
- (c) perform such other tasks as may be assigned by the Board from time to time.

The Insider Trading Policy was created to i) comply with timely disclosure obligations as required by Canadian securities laws, ii) prevent the selective disclosure of material changes to stakeholders, iii) ensure relevant parties understand their obligations regarding confidentiality of undisclosed material information, and that all appropriate parties who have undisclosed material information are prohibited from trading in securities of the Company.

Code of Business Conduct and Ethics

On November 21, 2014 this Corporate Governance and Disclosure Committee adopted a Code of Business Conduct and Ethics Policy, which Policy documents the principles of conduct and ethics to be followed by employees, officers and directors of the Company (the "**Code**"). The Code outlines a framework of guiding principles. It is the responsibility of every employee, officer and director of the Company to read and understand the Code.

Other Board Committees

The Company has no other Committees other than the Audit Committee, the Compensation Committee and the Corporate Governance and Disclosure Committee, except that from to June 20, 2016 to October 1, 2017 a Special Committee was formed to perform strategic review of available options to maximize shareholder value.

Assessments

The Corporate Governance and Disclosure Committee monitors the adequacy of information given to directors, communication between the Board and management and the strategic direction and processes of the Board and committees. The Audit Committee will annually review the audit committee charter and recommend revisions to the Board as necessary.

The Company feels its corporate governance practices are appropriate and effective for the Company. The Company's method of corporate governance allows for the Company to operate efficiently, with simple checks and balances that control and monitor management and corporate functions without excessive administrative burden.

Exemption

On June 25, 2018 Mr. Miodunski was appointed Interim CEO. Robert Miodunski was independent until June 25, 2018. As the Company is a "venture issuer" as defined in NI 52-110, the Company is relying on the exemption in section 6.1 of NI 52-110 relating to Parts 3 (*Composition of Audit Committee*) and 5 (*Reporting Obligations*).

STATEMENT OF EXECUTIVE COMPENSATION

For the purposes of the below disclosure:

"**compensation securities**" includes stock options, convertible securities, exchangeable securities and similar instruments including stock appreciation rights, deferred share units and restricted stock units granted or issued by the company or one of its subsidiaries for services provided or to be provided, directly or indirectly, to the company or any of its subsidiaries;

"**named executive officer**" or "**NEO**" means each of the following individuals:

- (a) each individual who, in respect of the company, during any part of the most recently completed financial year, served as chief executive officer, including an individual performing functions similar to a chief executive officer;

- (b) each individual who, in respect of the company, during any part of the most recently completed financial year, served as chief financial officer, including an individual performing functions similar to a chief financial officer;
- (c) in respect of the company and its subsidiaries, the most highly compensated executive officer other than the individuals identified in paragraphs (a) and (b) at the end of the most recently completed financial year whose total compensation was more than \$150,000;
- (d) each individual who would be a named executive officer under paragraph (c) but for the fact that the individual was not an executive officer of the company, and was not acting in a similar capacity, at the end of that financial year.

DIRECTOR AND NAMED EXECUTIVE OFFICER COMPENSATION

Director and NEO Compensation, Excluding Options and Compensation Securities

During financial year ended December 31, 2017, based on the definition above, the NEOs of the Company were: Peter Macy (CEO), Daniel Davila (President), Matthew Dickson (Executive Vice President of Operations), Adam Kniec (CFO) and James Kim (Corporate Secretary). Matthew Dickson resigned as Executive Vice President of Operations on August 31, 2017. Daniel Davila resigned from the Board and as President on April 30, 2018. Peter Macy resigned from the Board and as Chief Executive officer on June 25, 2018. The directors of the Company who were not NEOs during the financial year ended December 31, 2017 were David Danziger, Prakash Hariharan, Robert Miodunski, and Kim Oishi.

During financial year ended December 31, 2016, based on the definition above, the NEOs of the Company were: Peter Macy (Chairman and CEO), Daniel Davila (President), Matthew Dickson (Executive Vice President of Operations), Adam Kniec (CFO) and James Kim (Corporate Secretary). The directors of the Company who were not NEOs during the financial year ended December 31, 2016 were David Danziger, Prakash Hariharan, Robert Miodunski, and Kim Oishi.

The following table of compensation, excluding options and compensation securities, provides a summary of the compensation paid by the Company to NEOs and directors of the Company for the two completed financial years ended December 31, 2017 and December 31, 2016. Options and compensation securities are disclosed under the heading “**Stock Options and Other Compensation Securities**” in this Information Circular.

Table of Compensation, Excluding Compensation Securities in Financial Years ended December 31, 2017 and December 31, 2016

Table of compensation excluding compensation securities (in US Dollars)							
Name and position	Year	Salary, consulting fee, retainer or commission (\$)	Bonus (\$) ⁽⁶⁾	Board, committee or meeting fees (\$)	Value of perquisites (\$)	Value of all other compensation (\$)	Total compensation (\$)
Peter Macy Chairman, CEO and Director ⁽¹⁾	2017	267,239	-	-	-	-	267,239
	2016	275,631	Nil	Nil	Nil	Nil	275,631
Daniel Davila President and Director ⁽²⁾	2017	213,766	-	-	-	-	213,766
	2016	213,848	Nil	Nil	Nil	Nil	213,848
Matthew Dickson Executive Vice President of Operations ⁽³⁾	2017	103,775	-	-	-	290,000	393,775
	2016	168,025	Nil	Nil	Nil	Nil	168,025
Adam Kniec Chief Financial Officer ⁽⁴⁾	2017	182,118	-	-	-	-	182,118
	2016	164,855	Nil	Nil	Nil	Nil	164,855
James Kim Vice President and Corporate Secretary ⁽⁵⁾	2017	161,000	45,000	-	-	-	206,000
	2016	73,681	48,000	Nil	Nil	Nil	121,681
David Danziger Chairman of the Board and Director	2017	-	-	17,500	-	-	17,500
	2016	Nil	Nil	28,000	Nil	Nil	28,000

Table of compensation excluding compensation securities (in US Dollars)							
Name and position	Year	Salary, consulting fee, retainer or commission (\$)	Bonus (\$) ⁽⁶⁾	Board, committee or meeting fees (\$)	Value of perquisites (\$)	Value of all other compensation (\$)	Total compensation (\$)
Praksah Hariharan Director	2017	-	-	7,750	-	-	7,750
	2016	Nil	Nil	Nil	Nil	Nil	Nil
Robert Miodunski Director	2017	-	-	13,000	-	-	13,000
	2016	Nil	Nil	35,800	Nil	Nil	35,800
Kim Oishi Director	2017	-	-	12,000	-	-	12,000
	2016	Nil	Nil	29,000	Nil	Nil	29,000

Notes:

- (1) Mr. Macy resigned as Chairman of the Company on August 22, 2017. Mr. Macy resigned as a director and Chief Executive Officer of the Company on June 25, 2018.
- (2) Mr. Davila resigned as a director and officer of the Company on April 30, 2018.
- (3) Mr. Dickson resigned as Executive Vice President of Operations of the Company on August 31, 2017. As part of the employee separation agreement, Mr. Dickson was entitled to a USD \$290,000 separation payment.
- (4) Mr. Kniec was appointed Chief Financial Officer of the Company on November 12, 2015.
- (5) Mr. Kim commenced employment with the Company on November 3, 2014. He became Vice President of Corporate Development of the Company on August 2, 2017 and Corporate Secretary of the Company on July 18, 2016. Mr. Kim resigned his officer positions in the Company on July 15, 2018. Compensation reported in this table is for the period from the date he became an officer of the Company.
- (6) Bonuses are reported on accrual basis, in the year they were recorded as a bonus for accounting purposes.

Financial Year ended December 31, 2017

During the financial year ended December 31, 2017:

- a) the Company recorded USD \$1,261,605 (2016 - USD \$916,282) of management salaries and accrual of bonuses for the Company's directors and officers and USD \$50,250 (2016 - USD \$92,800) of directors' fees for the Company's directors. Current period management salary expense includes \$290,000 of employee separation fees accrued/paid to Matthew Dickson, a former Executive Vice President of Operations of the Company.
- b) included in accounts payable and accrued liabilities are USD \$46,360 (December 31, 2016 - USD \$48,000) of accrued management bonus payable, USD \$3,200 (December 31, 2016 - USD \$6,400) of accrued directors' fees payable, USD \$22,958 management salary payable (December 31, 2016 - \$Nil) and USD \$240,000 employee separation fees payable (December 31, 2016 - \$Nil).
- c) *Compensation of Key Management Personnel*

Key management personnel are those persons that have authority and responsibility for planning, directing and controlling the activities of the Company, directly and indirectly. As of December 31, 2017 and 2016, the Company's key management personnel consist of the Company's directors and senior management (Chief Executive Officer, President, Corporate Secretary and Chief Financial Officer). The Company incurred fees and expenses in the normal course of operations in connection with the key management and directors. Details are as follows:

Nature of Transaction	December 31, 2017 (in US dollars)	December 31, 2016 (in US dollars)
Management salaries and bonuses	\$1,261,605	\$942,291
Directors' fees	\$50,250	\$92,800
Stock based compensation - options	\$71,366	\$199,681
Stock based compensation - RSUs	\$223,710	\$307,484
	\$1,606,931	\$1,542,256

Employment, Consulting and Management Agreements

As of December 31, 2017, the Company had the following employment arrangements with its senior management:

- 1) On May 9, 2014, the Company signed a consulting agreement with ArkOrion Enterprises Inc., a company controlled by Mr. Adam Kniec, Chief Financial Officer of the Company, for a basic annual compensation of USD \$84,000. On July 1, 2015, Mr. Adam Kniec became an employee of the Company and signed an employment agreement with the Company with the following terms:
 - (i) basic annual compensation of CAD \$180,000 until December 31, 2015. Effective January 1, 2016, Mr. Adam Kniec's basic annual compensation increased to CAD \$210,000, and effective January 1, 2017, Mr. Adam Kniec's basic annual compensation was changed to USD \$175,000;
 - (ii) annual bonus equal to a minimum of 40% and a maximum of 70% of the basic annual compensation, subject to successfully achieving certain goals established by the Company;
 - (iii) in case of termination of the employment agreement by the Corporation without cause, or if the employee resigns for Good Reason (as defined in the employment agreement):
 - the employee is entitled to receive a severance payment equal to two times basic annual compensation plus two times minimum annual bonus; and
 - all unvested stock options will vest immediately.

Subsequently to December 31, 2017, on July 1, 2018, the Company entered into a new employment agreement with Mr. Adam Kniec on the following terms:

- (i) basic annual compensation of USD \$200,000;
 - (ii) targeted annual bonus of 50% of the basic annual compensation, subject to successfully achieving certain goals established by the Company, with a minimum guaranteed bonus of USD \$25,000 for fiscal year 2018 only; and
 - (iii) in case of termination of the employment by the Company without cause, or if Mr. Adam Kniec resigns for Good Reason (as defined in the employment agreement), Mr. Adam Kniec will be entitled to receive severance fees equal to nine (9) months of basic compensation and benefits.
- 2) On May 9, 2014, the Company signed employment agreements with Messrs. Peter Macy, Daniel Davila and Matthew Dickson, for an initial term of 5 years and on the following terms:
 - (i) basic annual compensation between USD \$150,000 and USD \$250,000;
 - (ii) annual bonus equal to a minimum of 40% and a maximum of 75% of the basic annual compensation, subject to successfully achieving certain goals established by the Company; and
 - (iii) in case of termination of the employment agreement by the Company without cause, the employee is entitled to receive a severance payment equal to two times basic annual compensation plus two times minimum annual bonus, and all unvested stock options will vest immediately.

Mr. Dickson resigned as officer of the Company effective August 31, 2017 and received employment separation fees of USD \$290,000. Mr. Davila resigned as director and officer of the Company effective April 30, 2018, and on this date his employment agreement was terminated without any additional compensation. Mr. Macy resigned as a director and officer on the Company on June 25, 2018, and on June 30, 2018 his employment agreement with the Company terminated and Mr. Macy received separation fees of USD \$275,000.

Other than set out above, there is no contract agreement plan or arrangement that provides for payments to the NEOs at, following or in connection with any termination (other than voluntary, involuntary or constructive), resignation, retirement, a change of control of the Company or a change in the NEOs' responsibility.

Stock Options and Other Compensation Securities

Fixed Share Option Plan

Option-Based Awards

The Company's fixed restricted share option plan (the "**Fixed Share Option Plan**") was ratified and approved by the shareholders at the Company's June 18, 2015 annual and special meeting and was approved by the TSXV. The Fixed Share Option Plan is attached as Schedule B to the Company's Management Proxy Circular dated May 21, 2015 which was SEDAR filed on May 25, 2015. Under the Fixed Share Option Plan, a total of 3,300,000 shares of the Company (post-

consolidated) are reserved for share incentive options (“**Options**”) to be granted at the discretion of the Board to the Company’s Directors, Officers, Employees, Management Company Employees, Consultants or Company Consultants (described as Service Providers below). The Company consolidated its common shares effective May 2, 2016, at a ratio of 10 pre consolidation common shares for 1 new post-consolidated common share. Refer to “PARTICULARS OF MATTERS TO BE ACTED UPON – Increase to Maximum Number under Fixed Share Option Plan” below.

The objective of the Fixed Share Option Plan is to provide for and encourage ownership of common shares of the Company by its directors, officers, key employees and consultants. The Company is of the view that the Fixed Share Option Plan will assist the Company in attracting and maintaining the services of senior executives and other employees and be competitive with option plans of other companies in the Company’s industry. The Fixed Share Option Plan was designed to provide certain directors, officers and other key employees of the Company incentive stock options. The Board (or such other committee the Board may appoint) is responsible for the general administration of the Fixed Share Option Plan.

The following is a summary of the material terms of the Fixed Share Option Plan and is qualified by its entirety by the full text of the Fixed Share Option Plan:

- (a) Service Provider means a Person who is a bona fide Director, Officer, Employee, Management Company Employee, Consultant or Company Consultant, and also includes a company, 100% of the share capital of which is beneficially owned by one or more Service Providers;
- (b) Maximum Plan Shares - The aggregate number of Plan Shares that may be reserved for issuance under the Plan at any point in time is 3,300,000 Fixed Share Option Plan Shares, unless this Fixed Share Option Plan is amended pursuant to the requirements of the TSX Venture Policies.
- (c) Limitations on Issue - the following restrictions on issuances of Options are applicable under the Fixed Share Option Plan:
 - (i) no Service Provider can be granted an Option if that Option would result in the total number of Options, together with all other Share Compensation Arrangements granted to such Service Provider in the previous 12 months, exceeding 5% of the Outstanding Shares, unless the Company has obtained Disinterested Shareholder Approval to do so;
 - (ii) the aggregate number of Options granted to all Service Providers conducting Investor Relations Activities in any 12-month period cannot exceed 2% of the Outstanding Shares, calculated at the time of grant, without the prior consent of the TSX Venture (or NEX, as the case may be); and
 - (iii) the aggregate number of Options granted to any one Consultant in any 12-month period cannot exceed 2% of the Outstanding Shares, calculated at the time of grant, without the prior consent of the TSX Venture.
- (d) Maximum Percentage to Insiders. The aggregate number of common shares reserved for issuance to insiders of the Company under the Fixed Share Option Plan, together with any other Share Compensation Arrangements, including the Restricted Share Unit Plan, will not exceed 10% of the Company’s outstanding share capital.
- (e) Maximum Percentage to Insiders within any one year period. The number of common shares issued to insiders of the Company within any one year period, under the Fixed Share Option Plan, together with any other Share Compensation Arrangements, including the Restricted Share Unit Plan, will not exceed 10% of the Company’s outstanding share capital.
- (f) Exercise Price. The Exercise Price of an Option will be set by the Board at the time such Option is allocated under the Fixed Share Option Plan, and cannot be less than the Discounted Market Price. Discounted Market Price has the meaning assigned by Policy 1.1 of the TSX Venture Policies;
- (g) Vesting of Options. Vesting of Options shall be at the discretion of the Board and, with respect to any particular Options granted under the Fixed Share Option Plan, in the absence of a vesting schedule being specified at the time of grant, all such Options shall vest immediately. Where applicable, vesting of Options will generally be subject to:

- (i) the Service Provider remaining employed by or continuing to provide services to the Company or any of its Affiliates as well as, at the discretion of the Board, achieving certain milestones which may be defined by the Board from time to time or receiving a satisfactory performance review by the Company or any of its Affiliates during the vesting period; or
 - (ii) the Service Provider remaining as a Director of the Company or any of its Affiliates during the vesting period.
- (h) Vesting of Options Granted to Consultants Conducting Investor Relations Activities - Options granted to Consultants conducting Investor Relations Activities will vest:
- (i) over a period of not less than 12 months as to 25% on the date that is three months from the date of grant, and a further 25% on each successive date that is three months from the date of the previous vesting; or
 - (ii) such longer vesting period as the Board may determine
- (i) Term of Option - An Option can be exercisable for a maximum of 10 years from the Effective Date.
- (j) Expiry Date Options may be exercised after the Service Provider has left his/her employ/office or has been advised by the Company that his/her services are no longer required or his/her service contract has expired, until the term applicable to such Options expires, except as follows:
- (i) in the case of the death of an Optionee, any vested Option held by him at the date of death will become exercisable by the Optionee's lawful personal representatives, heirs or executors until the earlier of one year after the date of death of such Optionee and the date of expiration of the term otherwise applicable to such Option;
 - (ii) an Option granted to any Service Provider will expire 90 days (or such other time, not to exceed one year, as shall be determined by the Board as at the date of grant or agreed to by the Board and the Optionee at any time prior to expiry of the Option) after the date the Optionee ceases to be employed by or provide services to the Company, and only to the extent that such Option was vested at the date the Optionee ceased to be so employed by or to provide services to the Company; and
 - (iii) in the case of an Optionee being dismissed from employment or service for cause, such Optionee's Options, whether or not vested at the date of dismissal will immediately terminate without right to exercise same.
- (k) Assignability of Options - all Options will be exercisable only by the Optionee to whom they are granted and will not be assignable or transferable.

Amendment of the Plan by the Board of Directors

Subject to the requirements of the TSX Venture Policies and the prior receipt of any necessary Regulatory Approval, the Board may in its absolute discretion, amend or modify the Fixed Share Option Plan or any granted as follows:

- (a) it may make amendments which are of a typographical, grammatical or clerical nature only;
- (b) it may change the vesting provisions of an Option granted hereunder, subject to prior written approval of the TSX Venture, if applicable;
- (c) it may change the termination provision of an Option granted hereunder which does not entail an extension beyond the original Expiry Date of such Option;
- (d) it may make amendments necessary as a result in changes in securities laws applicable to the Company;

- (e) if the Company becomes listed or quoted on a stock exchange or stock market senior to the TSX Venture, it may make such amendments as may be required by the policies of such senior stock exchange or stock market; and
- (f) it may make such amendments as reduce, and do not increase, the benefits of this Fixed Share Option Plan to Service Providers.

Amendments Requiring Disinterested Shareholder Approval

The Company will be required to obtain Disinterested Shareholder Approval prior to any of the following actions becoming effective:

- (a) the Fixed Share Option Plan, together with all of the Company's other previous Share Compensation Arrangements, could result at any time in:
 - (i) the aggregate number of Common Shares reserved for issuance under Options granted to Insiders exceeding 10% of the Outstanding Shares in the event that this Plan is amended to reserve for issuance more than 10% of the Outstanding Shares;
 - (ii) the number of Optioned Shares issued to Insiders within a one-year period exceeding 10% of the Outstanding Shares in the event that this Fixed Share Option Plan is amended to reserve for issuance more than 10% of the Outstanding Shares; or,
 - (iii) the issuance to any one Optionee, within a 12-month period, of a number of Common Shares exceeding 5% of the Outstanding Shares; or
- (b) any reduction in the Exercise Price of an Option previously granted to an Insider.
- (l) Take Over Bid - If a Take Over Bid is made to the shareholders generally then the Company shall immediately upon receipt of notice of the Take Over Bid, notify each Optionee currently holding an Option of the Take Over Bid, with full particulars thereof whereupon such Option may, notwithstanding any vesting requirements set out in the Option Commitment, be immediately exercised in whole or in part by the Optionee, subject to approval of the TSX Venture (or the NEX, as the case may be) for vesting requirements imposed by the TSX Venture Policies.
- (m) Black-Out Period - The Fixed Share Option Plan also contains a "black-out" provision. Should the Expiry Date for an Option fall within a Blackout Period, or within nine (9) Business Days following the expiration of a Blackout Period, such Expiry Date shall, subject to approval of the TSX Venture (or the NEX, as the case may be), be automatically extended without any further act or formality to that day which is the tenth (10th) Business Day after the end of the Blackout Period, such tenth Business Day to be considered the Expiry Date for such Option for all purposes under the Plan. Notwithstanding provisions in the Fixed Share Option Plan, the tenth Business Day period referred to in this Fixed Share Option Plan may not be extended by the Board.

Fixed Restricted Share Unit Plan

Share-Based Awards

The Company's fixed restricted share unit plan (the "**Fixed RSU Plan**") was ratified and approved by shareholders at the Company's June 18, 2015 annual and special meeting and was approved by the TSXV. The Fixed RSU Plan is attached as Schedule A to the Company's Management Proxy Circular dated May 21, 2015 which was SEDAR filed on May 25, 2015. The RSU Plan was designed to provide certain directors, officers and other key employees of the Company and its related entities with the opportunity to acquire restricted share units ("**RSUs**") of the Company in order to enable them to participate in the long-term success of the Company and to promote a greater alignment of their interests with the interests of the Shareholders. The Board (or such other committee the Board may appoint) is responsible for administering the RSU Plan.

The RSU Plan allows the Company to grant RSUs, under and subject to the terms and conditions of the RSU Plan, which may be exercised to purchase up to a maximum of 2,500,000 Shares (post-consolidated). The Company consolidated its common shares effective May 2, 2016, at a ratio of 10 pre consolidation common shares for 1 new post-consolidated common share.

The following is a summary of the material terms of the RSU Plan and is qualified in its entirety by the full text of the RSU Plan. Capitalized terms used but not defined in this section of the Circular shall have the meanings ascribed thereto in the RSU Plan:

Benefits of the RSU Plan

The RSU Plan is designed to be a long term incentive for the directors, officers and other key employees of the Company. RSUs provides the Board or a committee appointed by the Board with an additional compensation tool which can be used to help retain and attract highly qualified officers and employees and further align the interests of officers and key employees with the interest of the Shareholders. It is intended to promote a greater alignment of interests between the Shareholders of the Company and the officers and key employees by providing an opportunity to participate in increases to the value of the Company.

Nature and Administration of the RSU Plan

All Directors, Officers, Employees, Consultants and Advisors (as defined in the RSU Plan) of the Company and its related entities ("**Eligible Persons**") are eligible to participate in the RSU Plan (as "**RSU Plan Participants**"), though the Company reserves the right to restrict eligibility or otherwise limit the number of persons eligible for participation in the RSU Plan at any time. Eligibility to participate in the RSU Plan does not confer upon any person a right to receive an award of RSUs.

Subject to certain restrictions, the Board or a committee appointed by the Board can, from time to time, award RSUs to Eligible Persons. RSUs will be credited to an account maintained for each RSU Plan Participant on the books of the Company as of the award date. The number of RSUs to be credited to each RSU Plan Participant's account shall be determined at the discretion of the Board and pursuant to the terms of the RSU Plan.

Each award of RSUs vests on the date(s) (each a "**Vesting Date**") that is the later of the Trigger Date (as defined in the RSU Plan) and the date upon which the relevant performance condition or other vesting condition set out in the award has been satisfied, subject to the requirements of the RSU Plan.

Rights and obligations under the RSU Plan can be assigned by the Company to a successor in the business of the Company, any company resulting from any amalgamation, reorganization, combination, merger or arrangement of the Company, or any corporation acquiring all or substantially all of the assets or business of the Company.

Credit for Dividends

An RSU Plan Participant's account will be credited with additional RSUs as of each dividend payment date in respect of which cash dividends are paid on Shares. The number of additional RSUs to be credited to an RSU Plan Participant's account is computed by multiplying the amount of the dividend per Share by the aggregate number of RSUs that were credited to the RSU Plan Participant's account as of the record date for payment of the dividend, and dividing that number by the Fair Market Value (as defined in the RSU Plan). Note that the Company is not obligated to pay dividends on Shares.

Retirement, Total Disability, Death and Termination Without Cause

Generally, if an RSU Plan Participant's employment or service is terminated, or if the RSU Plan Participant resigns from employment with the Company, then any RSUs credited to him or her under the RSU Plan which have not vested on or before the separation date for the RSU Plan Participant are forfeited, cancelled and terminated without payment.

In the event an RSU Plan Participant is terminated without cause, unvested RSUs will immediately vest on the date of termination. If an RSU Plan Participant's employment or service is terminated (otherwise than without cause), all unvested RSUs are automatically cancelled without compensation. If the RSU Plan Participant enters Retirement (as defined in the RSU Plan), dies, or suffers Total Disability (as defined in the RSU Plan), all unvested RSUs will immediately vest.

Control Change

In the event of a Change of Control (as defined in the RSU Plan), all RSUs credited to an RSU Plan Participant vest on the date on which the Change of Control occurs. Within thirty (30) days after the date on which the Change of Control Occurs, the RSU Plan Participant must receive a payment equal to the number of RSUs that vested on the date of the Change of Control, multiplied by the Fair Market Value on that date.

Adjustments

In the event of any dividend paid in shares, share subdivision, combination or exchange of shares, merger, consolidation, spin-off or other distribution of Company assets to shareholders, or any other change in the capital of the Company affecting Shares, the Board will make adjustments with respect to the number of RSUs outstanding and any proportional adjustments as it, in its discretion, considers appropriate to reflect the change.

Vesting

The Board has the discretion to grant RSUs to Eligible Persons as it determines is appropriate, and can impose conditions on vesting as it sees fit in addition to the Performance Conditions (as defined in the RSU Plan) if any. Vesting occurs on the date set by the Board at the time of the grant or if no date is set then December 31 of the third calendar year following the date of the grant (the “**Trigger Date**”), and the date upon which the relevant Performance Condition or other vesting condition has been satisfied, subject to the limitations of the RSU Plan.

The Board may accelerate the Trigger Date of any RSU at its election.

Limitations under the RSU Plan

Unless disinterested Shareholder Approval is obtained, or unless permitted otherwise by the rules of the Exchange:

- (a) the maximum number of Shares which may be reserved for issuance to Insiders, as a group, under the Plan together with any other Share Compensation Arrangement (as defined in the RSU Plan), cannot exceed 10% of the issued Shares;
- (b) the maximum number of RSUs that may be granted to Insiders, as a group, under the Plan together with any other Share Compensation Arrangement, within a 12-month period, cannot exceed 10% of the issued Shares calculated on the date of the grant of the RSUs; and
- (c) the maximum number of RSUs that can be granted to any one Eligible Person under the Plan, together with any other Share Compensation Arrangement, within a 12-month period, cannot exceed 5% of the issued Shares calculated on the date of the grant of the RSUs.

Amendment or Termination of RSU Plan

The Board may amend or terminate the RSU Plan at any time, but the consent of the RSU Plan Participant is required for any such amendment that adversely affects the rights of the RSU Plan Participant, unless the amendment or termination is required by law. A termination of the RSU Plan will not accelerate the vesting of RSUs or the time which a RSU Plan Participant would otherwise be entitled to receive payment in respect of the RSUs.

Outstanding Compensation Securities

The following table sets forth incentive stock options (option-based awards) pursuant to the Company’s fixed share option plan (option-based awards) and restricted share units (share-based awards) granted to each director and named executive officer by the Company during the financial year ended December 31, 2017

Compensation Securities							
Name and position	Type of compensation security	Number of compensation securities, number of underlying securities, and percentage of class ⁽¹⁾	Date of issue or grant ⁽²⁾	Issue, conversi on or exercise price (CAD\$)	Closing price of security or underlying security on date of grant (CAD\$)	Closing price of security or underlying security at year end (CAD\$) ⁽³⁾	Expiry date ⁽²⁾
Peter Macy Chairman, CEO and Director ⁽⁴⁾	RSUs	170,000 (8.50%)	2017-04-21	n/a	0.50	0.245	2020-04-30
Daniel Davila former President and former Director ⁽⁵⁾	RSUs	130,000 (6.50%)	2017-04-21	n/a	0.50	0.245	2020-04-30
Matthew Dickson former Executive Vice President Operations ⁽⁶⁾	n/a	n/a	n/a	n/a	n/a	n/a	n/a
Adam Kniec Chief Financial Officer ⁽⁷⁾	RSUs	120,000 (6.00%)	2017-04-21	n/a	0.50	0.245	2020-04-30

Compensation Securities							
Name and position	Type of compensation security	Number of compensation securities, number of underlying securities, and percentage of class ⁽¹⁾	Date of issue or grant ⁽²⁾	Issue, conversi on or exercise price (CAD\$)	Closing price of security or underlying security on date of grant (CAD\$)	Closing price of security or underlying security at year end (CAD\$) ⁽³⁾	Expiry date ⁽²⁾
James Kim Corporate Secretary ⁽⁸⁾	RSUs	50,000 (2.50%)	2017-04-21	n/a	0.50	0.245	2020-04-30
David Danziger Chairman ⁽⁹⁾	Stock Options	50,000 (2.66%)	2017-04-26	0.55	0.55	0.245	2022-04-26
Praksah Hariharan Director ⁽¹⁰⁾	Stock Options	40,000 (2.13%)	2017-04-26	0.55	0.55	0.245	2022-04-26
Robert Miodunski Director ⁽¹¹⁾	Stock Options	40,000 (2.13%)	2017-04-26	0.55	0.55	0.245	2022-04-26
Kim Oishi Director ⁽¹²⁾	Stock Options	40,000 (2.13%)	2017-04-26	0.55	0.55	0.245	2022-04-26

Notes:

- (1) Percentage of class represents % of compensation securities granted over the total number of compensation securities of the Issuer outstanding as of December 31, 2017. As of December 31, 2017, the Issuer had 1,880,000 stock options outstanding and 2,000,000 RSUs outstanding.
- (2) Date format is YYYY-MM-DD.
- (3) Closing price of the Issuers common stock as at December 29, 2017.
- (4) As of December 31, 2017, Mr. Macy held a total of 300,000 incentive stock options at an exercise price of C\$2.50, expiring on May 9, 2019. As of December 31, 2017, Mr. Macy held a total of 595,000 RSUs that vest under certain conditions (175,000 expiring on December 31, 2018, 250,000 expiring on April 30, 2019, and 170,000 expiring on April 30, 2020). Out of 350,000 RSUs originally expiring on December 31, 2018, 175,000 have vested in 2017 and were exercised on April 21, 2017. On August 22, 2017 Mr. Macy resigned as Chairman of the Company and on June 25, 2018 Mr. Macy resigned as Chief Executive Officer of the Company and he forfeited all of his 300,000 incentive stock options on July 12, 2018. Mr. Macy's unvested RSUs will expire on the date that is earlier of the RSUs' contractual expiry date or September 28, 2018 provided that the Company doesn't receive a bona fide acquisition offer from an interested party on or before September 28, 2018. If an acquisition offer is received, RSUs' expiry date will be expended until the acquisition is completed or is terminated.
- (5) As of December 31, 2017, Mr. Davila held a total of 250,000 incentive stock options at an exercise price of C\$2.50, expiring on May 9, 2019. As of December 31, 2017, Mr. Davila held a total of 455,000 RSUs that vest under certain conditions (125,000 expiring on December 31, 2018, 200,000 expiring on April 30, 2019, and 130,000 expiring on April 30, 2020). Out of 250,000 RSUs originally expiring on December 31, 2018, 125,000 have vested in 2017 and were exercised on April 21, 2017. On April 30, 2018, Mr. Davila resigned from his positions as President and Director and he forfeited all of his 455,000 unvested RSUs. Mr. Davila's 250,000 incentive stock options expired on July 29, 2018. Mr. Davila resigned as President and Director of the Company on April 30, 2018.
- (6) As of December 31, 2017, Mr. Dickson held a total of 125,000 RSUs that vest under certain conditions (75,000 expiring on December 31, 2018 and 50,000 expiring on April 30, 2019). Out of 150,000 RSUs originally expiring on December 31, 2018, 75,000 have vested in 2017 and were exercised on April 21, 2017. Mr. Dickson resigned as Executive Vice-President of Operations on August 31, 2017.
- (7) As of December 31, 2017, Mr. Kniec held a total of 150,000 incentive stock options (75,000 with an exercise price of C\$2.50 expiring on May 9, 2019, and 75,000 with an exercise price of C\$0.85 expiring on July 20, 2020). As of December 31, 2017, Mr. Kniec held a total of 270,000 RSUs that vest under certain conditions (50,000 expiring on December 31, 2018, 100,000 expiring on April 30, 2019, and 120,000 expiring on April 30, 2020). Out of 100,000 RSUs originally expiring on December 31, 2018, 50,000 have vested in 2017 and were exercised on April 21, 2017.
- (8) Mr. Kim commenced employment with the Company on November 3, 2014. Mr. Kim was appointed Vice President of Corporate Development of the Company on August 2, 2017 and was appointed Corporate Secretary of the

Company on July 18, 2016. Compensation reported in this table is for the period from the date he became an officer of the Company. As of December 31, 2017, Mr. Kim held a total of 75,000 incentive stock options with an exercise price of C\$1.00 expiring on May 4, 2020. As of December 31, 2017, Mr. Kim held a total of 175,000 RSUs that vest under certain conditions (25,000 expiring on December 31, 2018, 100,000 expiring on April 30, 2019, and 50,000 expiring on April 30, 2020). Out of 50,000 RSUs originally expiring on December 31, 2018, 25,000 have vested in 2017 and were exercised on April 21, 2017. On July 15, 2018, Mr. Kim resigned from his positions as an officer of the Company and his 75,000 stock options will expire on October 18, 2018. Mr. Kim's 175,000 RSUs vested and were exercised on July 16, 2018.

- (9) As of December 31, 2017, Mr. Danziger held a total of 175,000 incentive stock options (75,000 options with an exercise price of C\$0.85 expiring on July 20, 2020, 50,000 stock options with an exercise price of C\$0.48 expiring on May 4, 2021, and 50,000 stock options with an exercise price of C\$0.55 expiring on April 26, 2022).
- (10) As of December 31, 2017, Mr. Hariharan held a total of 175,000 incentive stock options (60,000 options at an exercise price of C\$2.50 expiring on May 9, 2019, 35,000 options at an exercise price of C\$1.00 expiring on May 27, 2020, 40,000 stock options at an exercise price of C\$0.48 expiring on May 4, 2021, and 40,000 stock options with an exercise price of C\$0.55 expiring on April 26, 2022).
- (11) As of December 31, 2017, Mr. Miodunski held a total of 175,000 incentive stock options (60,000 options with an exercise price of C\$1.00 expiring on May 4, 2020, 25,000 options with an exercise price of C\$1.00 expiring on May 27, 2020, 40,000 stock options with an exercise price of C\$0.48 expiring on May 4, 2021, and 40,000 stock options with an exercise price of C\$0.55 expiring on April 26, 2022).
- (12) As of December 31, 2017, Mr. Oishi held a total of 165,000 incentive stock options (60,000 options at an exercise price of C\$2.50 expiring on May 9, 2019, 25,000 options at an exercise price of C\$1.00 expiring on May 27, 2020, 40,000 stock options at an exercise price of C\$0.48 expiring on May 4, 2021, and 40,000 stock options with an exercise price of C\$0.55 expiring on April 26, 2022).

Exercise of Compensation Securities by NEOs and Directors

Financial Year Ended December 31, 2017

The below sets out restricted share units exercised by an NEO or a director of the Company during the financial year ended December 31, 2017. There were no stock options exercised by an NEO or a director of the Company during the financial year ended December 31, 2017.

Exercise of Compensation Securities by Directors and NEOs							
Name and position	Type of compensation security	Number of underlying securities exercised	Exercise price per security (CAD\$)	Date of exercise	Closing price per security on date of exercise (CAD\$)	Difference between exercise price and closing price on date of exercise (CAD\$)	Total value on exercise date (CAD\$)
Peter Macy former Chairman, former CEO and former Director	RSUs	175,000	Nil	2017-04-21	\$0.50	\$0.50	\$87,500
Daniel Davila former President and former Director	RSUs	125,000	Nil	2017-04-21	\$0.50	\$0.50	\$62,500
Matthew Dickson former Executive Vice President Operations	RSUs	75,000	Nil	2017-04-21	\$0.50	\$0.50	\$37,500
Adam Kniec Chief Financial Officer	RSUs	50,000	Nil	2017-04-21	\$0.50	\$0.50	\$25,000
James Kim Corporate Secretary	RSUs	25,000	Nil	2017-04-21	\$0.50	\$0.50	\$12,500

During the year ended December 31, 2017, 50% of restricted share units granted on August 25, 2015 have vested and were exercised on April 21, 2017.

Oversight and description of Director and Named Executive Officer Compensation

Elements of the Compensation Program

Executive compensation is set to attract and retain the best available talent while efficiently utilizing available resources. The Company compensates executive management with a package typically including a base salary (“Base Salary”), an incentive compensation plan (“Incentive Compensation”) and equity compensation (the “Equity Compensation”) designed to be competitive with comparable employers. In considering executive management’s compensation, the Board takes into consideration the financial condition of the Company. The Base Salary is set in comparison to the comparable positions in the market and in the industry, the Incentive Compensation is used as a short-term incentive to achieve Company objectives, and the Equity Compensation is designed to allow the participants to enjoy the benefits of any increase in company valuation and share price, should such an increase occur. Executive compensation is designed to reward activities and achievements that are aligned with the long-term interests of the Company’s shareholders.

The Base Salary, Incentive Compensation and Equity Compensation for the Company’s NEOs, including the CEO and the CFO is determined by the Company’s Compensation Committee. The Compensation Committee sets the compensation of the NEOs using generally available market data and their combined industry experience. The Compensation Committee delegates to the NEOs the responsibility to set the compensation packages for all other senior management and staff.

The Compensation Committee is responsible for executive and director compensation, including reviewing and recommending director compensation, overseeing the Company’s base compensation structure and equity-based compensation program, recommending compensation of the Company’s officers and employees, and evaluating the performance of officers generally and in light of annual goals and objectives.

The Compensation Committee also assumes responsibility for reviewing and monitoring the long-range compensation strategy for the Company’s senior management. The compensation committee reviews the compensation of senior management on an annual basis taking into account compensation paid by other issuers of similar size and activity.

Philosophy and Objectives

The compensation program for the senior management of the Company is designed within this context with a view that the level and form of compensation achieves certain objectives, including:

- (a) attracting and retaining qualified executives;
- (b) motivating the short and long-term performance of these executives; and
- (c) better aligning their interests with those of the Company’s shareholders.

In compensating its senior management, the Company has employed a combination of base salary and equity participation through its share option plan. Recommendations for senior management compensation are presented to the Board for review.

Base Salary or Consulting Fees

Base salary ranges for the executive officers were initially determined upon a review of companies within the gaming industry, which were of the same size as the Company, at the same stage of development as the Company and considered comparable to the Company.

In determining the base salary of an executive officer, the Board considers the following factors:

- (a) the particular responsibilities related to the position;
- (b) salaries paid by other companies in the gaming industry which were similar in size as the Company;
- (c) the experience level of the executive officer;
- (d) the amount of time and commitment which the executive officer devotes to the Company; and
- (e) the executive officer’s overall performance and performance in relation to the achievement of corporate milestones and objectives.

In the Company’s view, paying base salaries which are reasonable in relation to the level of service expected while remaining competitive in the markets in which the Company operates is a first step to attracting and retaining qualified and effective executives.

Commencing with Q4 2017, the Company’s independent directors are being compensated on quarterly basis as follows:

- a) each director is entitled to receive a basic quarterly fee of US\$6,250

- b) the Chairman of the Board is entitled to receive a quarterly fee of U\$6,250
- c) the Chairman of the Audit Committee is entitled to receive a quarterly fee of U\$1,500
- d) the Chairman of the Compensation Committee is entitled to receive a quarterly fee of U\$750
- e) the Chairman of the Corporate Governance and Disclosure Committee is entitled to receive a quarterly fee of U\$750

Included in the compensation of independent Directors are Special Committee meeting fees. The Special Committee was dissolved on October 31, 2017

Bonus Incentive Compensation

The Company's objective is to achieve certain strategic objectives and milestones. The Compensation Committee considers executive bonus compensation dependent upon the Company meeting those strategic objectives and milestones and sufficient cash resources being available for the granting of bonuses. The Board approves executive bonus compensation dependent upon compensation levels based on recommendations of the Compensation Committee. Such recommendations are generally based on information provided by issuers that are similar in size and scope to the Company's operations.

Equity Participation

The Board believes that encouraging its executives and employees to become shareholders is the best way of aligning their interests with those of its shareholders. Equity participation is accomplished through the Company's share option plan. Stock options are granted to executives and employees taking into account a number of factors, including the amount and term of options previously granted, base salary and bonuses and competitive factors. The amounts and terms of options granted are determined by the Board based on recommendations put forward by the Compensation Committee. The Company emphasises the provisions of option grants to maintain executive motivation.

Compensation Review Process

Risks Associated with the Company's Compensation Practices

The Board has assessed the Company's compensation plans and programs for its executive officers to ensure alignment with the Company's business plan and to evaluate the potential risks associated with those plans and programs. The Board has concluded that the compensation policies and practices do not create any risks that are reasonably likely to have a material adverse effect on the Company. The Board considers the risks associated with executive compensation and corporate incentive plans when designing such plans and programs.

The Company's Insider Trading Policy restricts its executive officers or directors from purchasing financial instruments that are designed to hedge or offset a decrease in market value of equity securities granted as compensation or held, directly or indirectly, by its executive officers or directors. To the knowledge of the Company, none of the executive officers or directors have purchased such financial instruments.

Benefits and Perquisites

The Company does not, as of the date of this Information Circular, offer any benefits or perquisites to its NEOs other than potential grants of incentive stock options as otherwise disclosed and discussed herein.

Pension Plan

The Company has a defined contribution pension plan for its officers and employees. The Company's pension plan contributions are matching officers' and employees' pension plan contributions up to 4% of their basic salary.

SECURITIES AUTHORIZED FOR ISSUANCE UNDER EQUITY COMPENSATION PLANS

The Company has adopted two equity compensation plans: i) a fixed share option plan dated effective May 19, 2015 ; and ii) a fixed restricted share unit plan dated effective May 19, 2015, as described in this Information Circular.

The following table sets out equity compensation plan information as at the end of the Company's financial year ended December 31, 2017.

	Number of securities to be issued upon exercise of outstanding options and RSUs ⁽¹⁾	Weighted-average exercise price of outstanding options and RSUs	Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a)) ⁽²⁾
Plan Category	(a)	(b)	(c)
Equity compensation plans approved by securityholders	1,880,000 Options 2,000,000 RSUs	C\$1.41 Options \$Nil RSUs	1,420,000 Options Nil RSUs
Equity compensation plans not approved by securityholders	N/A	N/A	N/A
Total	1,880,000 Options 2,000,000 RSUs		1,420,000 Options Nil RSUs

Notes:

- (1) Represents the number of Common Shares available for issuance upon (i) exercise of outstanding options which have been granted under the Fixed Share Option Plan and (ii) the exercise of outstanding RSUs which have been granted under the RSU Plan as at December 31, 2017.
- (2) Represents the maximum number of additional Common Shares issuable under (i) the Fixed Share Option Plan, and (ii) the RSU Plan. The aggregate number of Common Shares that may be reserved for issuance to insiders under the Fixed Share Option Plan and the RSU Plan, collectively, shall not exceed 10% of the Company's issued and outstanding Common Shares.

INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS

No director, nominee for election as a director, executive officer, employee or former director, executive officer or employee of the Company or any of its subsidiaries, or any of their associates or other member of management of the Company, was indebted to the Company at any time during financial year ended December 31, 2017 or as at the date hereof.

INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS

An informed person is one who generally speaking is a director or executive officer or a 10% shareholder of the Company. To the knowledge of management of the Company, other than as set out in this Information Circular, no informed person or nominee for election as a director of the Company or any associate or affiliate of any informed person or proposed director had any interest in any transaction during the Company's financial year ended December 31, 2017 or in any proposed transaction which has materially affected or would materially affect the Company or any of its subsidiaries other than as set out in a document already disclosed to the public and as except as disclosed in this Information Circular.

PARTICULARS OF MATTERS TO BE ACTED UPON

Increase to Maximum Number under Fixed Share Option Plan

As set out above, at the Company's annual general and special meeting held on June 18, 2015, shareholders approved the adoption of the Company's Fixed Share Option Plan to fix the maximum number under the Fixed Share Option Plan at 33,000,000 pre-consolidated (3,300,000 post-consolidated) Common Shares.

The Company's Common Shares were consolidated at a ratio of 10 pre consolidation common shares for one post consolidated common share effective on May 2, 2016. Accordingly, post consolidation, the maximum number of Common Shares reserved under the Company's Fixed Share Option Plan is 3,300,000 post-consolidated Common Shares.

In order to provide incentive to directors, officers, officers, employees, management and others providing services to the Company to act in the Company's best interests, the Company proposes that the total of the reserved share incentive options of the Plan be increased from 3,300,000 Common Shares to a total of 4,544,000 Common Shares. As of Record Date, July 23, 2018, there was a total of 2,179,000 options granted and outstanding under the Fixed Share Option Plan.

Shareholders will be asked to approve an ordinary resolution of disinterested shareholders to amend the Company's fixed share option plan to increase the number of authorized Shares to be reserved for issuance under the Fixed Share Option Plan. A copy of the Fixed Share Option Plan, as amended and restated, will be available for review at the Meeting. Such approval is required under the rules and regulations of the TSX Venture Exchange.

Shareholder Approval Requirements

The resolution, the text of which is set out below, is subject to a simple majority of votes of the Shareholders, excluding the votes cast by Insiders of the Company, or associates of such persons, which, as of July 23,

2018 record date, total 770,834 Common Shares. All other Shareholders of the Company are entitled to vote on this resolution.

Shareholder Resolution

“Resolved, as an ordinary resolution of disinterested shareholders of the Company, that the number of Common Shares reserved for issuance as share incentive options under the Company’s Fixed Share Option Plan dated effective May 19, 2015, as amended and restated on July 23, 2018 (the “Fixed Share Option Plan”), be increased by 1,244,000 Common Shares, to a total of 4,544,000 Common Shares and the Fixed Share Option Plan, as amended, be ratified and approved.”

The Board recommends that disinterested shareholders vote in favour of the above resolution.

OTHER MATTERS

As of the date of this Information Circular, management of the Company is not aware of any other matters which may come before the Meeting other than as set forth in the Notice of Meeting that accompanies this Information Circular. If any other matter properly comes before the Meeting, it is the intention of the persons named in the enclosed Proxy to vote the Common Shares represented thereby in accordance with their best judgement on such matter.

ADDITIONAL INFORMATION

Additional information relating to the Company including the Company’s audited consolidated financial statements for the completed financial year ending December 31, 2017 can be found under the Company’s profile at www.sedar.com. Financial information is provided in the annual financial statements of the Company and the report of the auditors thereon which will be placed before shareholders at the Meeting. Copies of the Company’s audited financial statements for the year ended December 31, 2017 is available upon request from the Company at Suite 1430, 800 West Pender Street, Vancouver, British Columbia, Telephone: 604-683-8393 - Facsimile: 604-648-8350. Copies of these documents will be provided free of charge to security holders of the Company. The Company may require the payment of a reasonable charge from any person or company who is not a security holder of the Company, who requests a copy of any such document.

The contents of this Information Circular and the distribution to shareholders have been approved by the board of directors of the Company.

DATED at Vancouver, British Columbia, August ●, 2018.

BY ORDER OF THE BOARD OF DIRECTORS

● *“David Danziger”*

David Danziger
Chairman of the Board

SCHEDULE A
AUDIT COMMITTEE CHARTER

1. Mandate

The audit committee will assist the board of directors (the “Board”) of Integrity Gaming Corp. (the “Company”) in fulfilling its financial oversight responsibilities. The audit committee will review and consider in consultation with the auditors the financial reporting process, the system of internal control and the audit process. In performing its duties, the committee will maintain effective working relationships with the Board, management, and the external auditors. To effectively perform his or her role, each committee member must obtain an understanding of the principal responsibilities of committee membership as well and the Company’s business, operations and risks.

2. Composition

The Board will appoint from among their membership an audit committee after each annual meeting of the shareholders of the Company. The audit committee will consist of a minimum of three directors.

2.1 Independence

A majority of the members of the audit committee must be “independent” (as defined in Sec. 1.4 of National Instrument 52-110 (Audit Committees)) (“NI 52-110”).

2.2 Expertise of Committee Members

A majority of the members of the audit committee must be “financially literate” (as defined in Sec. 1.6 of NI 52-110) or must become financially literate within a reasonable period of time after his or her appointment to the committee. At least one member of the committee must have accounting or related financial management expertise.

3. Meetings

The audit committee shall meet in accordance with a schedule established each year by the Board, and at other times that the audit committee may determine. The audit committee shall meet at least annually with the Company’s Chief Financial Officer and external auditors in separate executive sessions.

4. Roles and Responsibilities

The audit committee shall fulfill the following roles and discharge the following responsibilities:

4.1 External Audit

The audit committee shall be directly responsible for overseeing the work of the external auditors in preparing or issuing the auditor’s report, or performing other audit, review or attest services, including the resolution of disagreements between management and the external auditors regarding financial reporting. In carrying out this duty, the audit committee shall:

- (a) recommend to the Board the external auditor to be nominated for the purpose of preparing or issuing an auditor’s report or performing other audit, review or attest services for the Company;
- (b) review (by discussion and enquiry) the external auditors’ proposed audit scope and approach;
- (c) review the performance of the external auditors and recommend to the Board the appointment or discharge of the external auditors;
- (d) review and recommend to the Board the compensation to be paid to the external auditors;
- (e) review and confirm the independence of the external auditors by reviewing the non-audit services provided and the external auditors’ assertion of their independence in accordance with professional standards; and
- (f) an audit committee must review and approve the Company’s hiring policies regarding partners, employees and former partners and employees of the present and former external auditor of the Company.

4.2 Internal Control

The audit committee shall consider whether adequate controls are in place over annual and interim financial reporting as well as controls over assets, transactions and the creation of obligations, commitments and liabilities of the Company. In carrying out this duty, the audit committee shall:

- (a) evaluate the adequacy and effectiveness of management’s system of internal controls over the accounting and financial reporting system within the Company; and

- (b) ensure that the external auditors discuss with the audit committee any event or matter which suggests the possibility of fraud, illegal acts or deficiencies in internal controls.

4.3 *Financial Reporting*

The audit committee shall review the financial statements and financial information prior to its release to the public. In carrying out this duty, the audit committee shall:

General

- (a) review significant accounting and financial reporting issues, especially complex, unusual and related party transactions; and
- (b) review and ensure that the accounting principles selected by management in preparing financial statements are appropriate.

Annual Financial Statements

- (a) review the draft annual financial statements and provide a recommendation to the Board with respect to the approval of the financial statements;
- (b) meet with management and the external auditors to review the financial statements and the results of the audit, including any difficulties encountered; and
- (c) review management's discussion & analysis respecting the annual reporting period prior to its release to the public.

Interim Financial Statements

- (a) review and approve the interim financial statements prior to their release to the public; and
- (b) review management's discussion & analysis respecting the interim reporting period prior to its release to the public.

Release of Financial Information

- (a) where reasonably possible, review and approve all public disclosure, including news releases, containing financial information, prior to its release to the public. An audit committee must be satisfied that adequate procedures are in place for the review of the Company's public disclosure of financial information extracted or derived from the Company's financial statements, and must periodically assess the adequacy of those procedures.

4.4 *Non-Audit Services*

All non-audit services (being services other than services rendered for the audit and review of the financial statements or services that are normally provided by the external auditor in connection with statutory and regulatory filings or engagements) which are proposed to be provided by the external auditors to the Company or any subsidiary of the Company shall be subject to the prior approval of the audit committee.

Delegation of Authority

- (a) The audit committee may delegate to one or more independent members of the audit committee the authority to approve non-audit services, provided any non-audit services approved in this manner must be presented to the audit committee at its next scheduled meeting.

De-Minimis Non-Audit Services

- (a) The audit committee may satisfy the requirement for the pre-approval of non-audit services if:
 - (i) the aggregate amount of all non-audit services that were not pre-approved is reasonably expected to constitute no more than five per cent of the total amount of fees paid by the Company and its subsidiaries to the external auditor during the fiscal year in which the services are provided; or
 - (ii) the services are brought to the attention of the audit committee and approved, prior to the completion of the audit, by the audit committee or by one or more of its members to whom authority to grant such approvals has been delegated.

Pre-Approval Policies and Procedures

- (a) The audit committee may also satisfy the requirement for the pre-approval of non-audit services by adopting specific policies and procedures for the engagement of non-audit services, if:
 - (i) the pre-approval policies and procedures are detailed as to the particular service;
 - (ii) the audit committee is informed of each non-audit service; and
 - (iii) the procedures do not include delegation of the audit committee's responsibilities to management.

4.5 Other Responsibilities

The audit committee shall:

- (a) establish procedures for the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls, or auditing matters;
- (b) establish procedures for the confidential, anonymous submission by employees of the Company of concerns regarding questionable accounting or auditing matters;
- (c) ensure that significant findings and recommendations made by management and external auditor are received and discussed on a timely basis;
- (d) review the policies and procedures in effect for considering officers' expenses and perquisites;
- (e) perform other oversight functions as requested by the Board; and
- (f) review and update this Charter and receive approval of changes to this Charter from the Board.

4.6 Reporting Responsibilities

The audit committee shall regularly update the Board about committee activities and make appropriate recommendations.

5. Resources and Authority of the Audit Committee

The audit committee shall have the resources and the authority appropriate to discharge its responsibilities, including the authority to

- (a) engage independent counsel and other advisors as it determines necessary to carry out its duties;
- (b) set and pay the compensation for any advisors employed by the audit committee; and
- (c) communicate directly with the internal and external auditors.

6. Guidance – Roles & Responsibilities

The following guidance is intended to provide the Audit Committee members with additional guidance on fulfilment of their roles and responsibilities on the committee:

6.1 Internal Control

- (a) evaluate whether management is setting the goal of high standards by communicating the importance of internal control and ensuring that all individuals possess an understanding of their roles and responsibilities;
- (b) focus on the extent to which external auditors review computer systems and applications, the security of such systems and applications, and the contingency plan for processing financial information in the event of an IT systems breakdown; and
- (c) gain an understanding of whether internal control recommendations made by external auditors have been implemented by management.

6.2 Financial Reporting

General

- (a) review significant accounting and reporting issues, including recent professional and regulatory pronouncements, and understand their impact on the financial statements; and
- (b) ask management and the external auditors about significant risks and exposures and the plans to minimize such risks; and

- (c) understand industry best practices and the Company's adoption of them.

Annual Financial Statements

- (a) review the annual financial statements and determine whether they are complete and consistent with the information known to committee members, and assess whether the financial statements reflect appropriate accounting principles in light of the jurisdictions in which the Company reports or trades its shares;
- (b) pay attention to complex and/or unusual transactions such as restructuring charges and derivative disclosures;
- (c) focus on judgmental areas such as those involving valuation of assets and liabilities, including, for example, the accounting for and disclosure of loan losses; warranty, professional liability; litigation reserves; and other commitments and contingencies;
- (d) consider management's handling of proposed audit adjustments identified by the external auditors; and
- (e) ensure that the external auditors communicate all required matters to the committee.

Interim Financial Statements

- (a) be briefed on how management develops and summarizes interim financial information, the extent to which the external auditors review interim financial information;
- (b) meet with management and the auditors, either telephonically or in person, to review the interim financial statements; and
- (c) to gain insight into the fairness of the interim statements and disclosures, obtain explanations from management on whether:
 - (i) actual financial results for the quarter or interim period varied significantly from budgeted or projected results;
 - (ii) changes in financial ratios and relationships of various balance sheet and operating statement figures in the interim financial statements are consistent with changes in the Company's operations and financing practices;
 - (iii) generally accepted accounting principles have been consistently applied;
 - (iv) there are any actual or proposed changes in accounting or financial reporting practices;
 - (v) there are any significant or unusual events or transactions;
 - (vi) the Company's financial and operating controls are functioning effectively;
 - (vii) the Company has complied with the terms of loan agreements, security indentures or other financial position or results dependent agreement; and
 - (viii) the interim financial statements contain adequate and appropriate disclosures.

6.3 *Compliance with Laws and Regulations*

- (a) periodically obtain updates from management regarding compliance with this policy and industry "best practices";
- (b) be satisfied that all regulatory compliance matters have been considered in the preparation of the financial statements; and
- (c) review the findings of any examinations by securities regulatory authorities and stock exchanges.

6.4 *Other Responsibilities*

- (a) review, with the Company's counsel, any legal matters that could have a significant impact on the Company's financial statements.