

CRYPTOLOGIC

Notice of Meeting

and

Information Circular

in respect of the

**MEETING OF HOLDERS OF
8% EXTENDIBLE CONVERTIBLE UNSECURED DEBENTURES
OF CRYPTOLOGIC CORP.**

to be held on March 13, 2020

February 10, 2020

These materials are important and require your immediate attention. They require you to make important decisions. If you are in doubt as to what decision to make, please contact your financial, legal, tax and other professional advisors.

The directors of the Corporation (other than Mr. John FitzGerald, who abstained from voting in the event his 1,450 Debentures constituted a “material interest” under the OBCA) unanimously recommend that Debentureholders vote in favour of the resolutions set out in the Information Circular.

CRYPTOLOGIC

CRYPTOLOGIC CORP.
NOTICE OF MEETING OF HOLDERS OF
8% EXTENDIBLE CONVERTIBLE UNSECURED DEBENTURES
OF CRYPTOLOGIC CORP.
TO BE HELD ON MARCH 13, 2020

**TO THE HOLDERS OF 8% EXTENDIBLE CONVERTIBLE UNSECURED DEBENTURES
OF CRYPTOLOGIC CORP. OF CRYPTOLOGIC CORP.**

NOTICE IS HEREBY GIVEN that a meeting (the “**Meeting**”) of the holders (collectively, the “**Debentureholders**”) of the 8% Extendible Convertible Unsecured Debentures (the “**Debentures**”) of Cryptologic Corp. (“**Cryptologic**” or the “**Corporation**”) will be held at Cryptologic’s offices at 5 Hazelton Avenue, Suite 300, Toronto Ontario, M5R 2E1 at 2:30 p.m. (Toronto time) on March 13, 2020.

This notice is given pursuant to the trust indenture (the “**Indenture**”) dated June 21, 2018 between the Corporation and AST Trust Company (Canada) (the “**Trustee**”). Capitalized terms not expressly defined herein have the meaning ascribed to them in the Indenture.

The Meeting is called pursuant to the provisions of the Indenture and is being held for the following purpose:

1. to consider and, if thought appropriate, pass, with or without amendment, an Extraordinary Resolution (as such term is defined in the accompanying management information circular (the “**Information Circular**”)) to:
 - a. authorize Cryptologic to amend the terms of the Indenture to provide for the payment of interest by the issuance of common shares (the “**Common Shares**”) of the Corporation on terms that are consistent with the Corporation’s ability to satisfy its obligation to repay the principal amount of the Debentures in Common Shares;
 - b. amend the Conversion Price from \$15.00 (as adjusted in connection with the consolidation of the Common Shares on a 30:1 basis, effective on February 14, 2019 (the “**Consolidation**”)) to 1.00 (the “**Amended Conversion Price**”);
 - c. amend the price at which the Corporation can implement a Forced Conversion pursuant to Section 4.14 of the Indenture from \$27.00 (as adjusted in connection with the Consolidation) to the Amended Conversion Price and to amend the circumstances in which the Corporation can implement such Forced Conversion; and
(collectively, the “**Debentureholders’ Resolution**”)
2. to transact any other business that may properly come before the Meeting or any adjournment thereof.

Debentureholders should refer to the Information Circular accompanying this notice for more detailed information with respect to the matters to be considered at the Meeting.

The Debentures were originally issued in the “book-entry only” system, so CDS Clearing and Depository Services Inc. (“**CDS**”) is the registered holder of all of the outstanding Debentures. Please refer to the heading “Voting by Proxy” in the accompanying Information Circular or contact your broker or intermediary regarding how to vote your Debentures, including any earlier deadline to submit voting instructions.

The directors of Cryptologic have fixed February 10, 2020 as the record date for receiving notice of the Meeting (the “**Record Date**”). Debentureholders at the close of business on the Record Date are entitled to receive notice of the Meeting and exercise one vote in respect of each \$1,000 principal amount of the Debentures then beneficially held. To be valid, proxies must be signed and received by the Trustee at the following address no later than 5:00 p.m. (Toronto time) on Wednesday, March 11, 2020 (or, if the Meeting is adjourned, no later than 5:00 p.m. (Toronto time) on the second business day preceding the day to which the meeting is adjourned) to AST Trust Company (Canada), Attention: Proxy Department, P.O. Box 721, Agincourt, Ontario, Canada, M1S 0A1, or by facsimile, at 866-781-3111 (North America) or 416-368-2502 (outside of North America).

Pursuant to the provisions of the Indenture, the Debentureholders’ Resolution will be binding upon all Debentureholders, whether present at or absent from the Meeting.

BY ORDER OF THE BOARD OF DIRECTORS

(Signed) “*John Kennedy FitzGerald*”

John Kennedy FitzGerald

Director and President and Chief Executive Officer

February 10, 2020

INFORMATION CIRCULAR
FOR MEETING OF HOLDERS OF
8% EXTENDIBLE CONVERTIBLE UNSECURED DEBENTURES
OF CRYPTOLOGIC CORP.
TO BE HELD ON MARCH 13, 2020

PURPOSE OF SOLICITATION

This Management Information Circular (the “**Information Circular**”) is furnished in connection with the solicitation of proxies by or on behalf of management of Cryptologic Corp. (“**Cryptologic**” or the “**Corporation**”) for use at the meeting (the “**Meeting**”) of holders (collectively, the “**Debentureholders**”) of 8% Extendible Convertible Unsecured Debentures (the “**Debentures**”) issued pursuant to the convertible debenture indenture dated June 21, 2018 (the “**Indenture**”) between Cryptologic and AST Trust Company (Canada) (the “**Trustee**”), to be held 5 Hazelton Avenue, Suite 300, Toronto Ontario, M5R 2E1 at 2:30 p.m. (Toronto time) on March 13, 2020.

Debentures represented by properly executed proxies will be voted, or withheld from voting, in accordance with the instructions of the Debentureholder on any ballot that may be called for at the Meeting and, if the Debentureholder specifies a choice with respect to any matter to be acted upon at the Meeting, such Debentures represented by properly executed proxies will be voted accordingly. If no choice is specified with respect to any such matter, the management nominees designated in the form of proxy will vote in favour of the Debentureholders’ Resolution (as defined below).

Descriptions of the terms of the Indenture contained in this Information Circular are qualified in their entirety by the terms of such documents. The Indenture is available under the Corporation’s profile at www.sedar.com. Capitalized terms that are not defined herein have the meaning given to them in the Indenture. The expression “Extraordinary Resolution” when used in this Information Circular means a resolution proposed to be passed as an Extraordinary Resolution at a meeting of Debentureholders (including an adjourned meeting) duly convened for the purpose and held in accordance with the Indenture at which the holders of not less than 25% of the principal amount of the Debentures then outstanding are present in person or by proxy and passed by the favourable votes of the holders of not less than 66⅔% of the principal amount of the Debentures represented at the meeting in person or represented by proxy and voted upon on a poll on such resolution.

It is expected that the solicitation will be made primarily by mail, but proxies and voting instructions may also be solicited personally by employees of the Corporation at nominal costs. Management may also retain one or more proxy solicitation firms on customary terms to solicit proxies on its behalf by telephone or electronic mail. The costs of solicitation will be borne by Cryptologic. Debentureholders should read the information contained in this Information Circular carefully. Questions regarding the voting procedures should be directed to AST Trust Company (Canada), Attention: Proxy Department, P.O. Box 721, Agincourt, Ontario, Canada, M1S 0A1, or by facsimile, at 866-781-3111 (North America) or 416-368-2502 (outside of North America).

No person is authorized to give any information or to make any representations other than those contained in this Information Circular, and, if given or made, such information or representations may not be relied upon as having been authorized. No securities commission or similar regulatory authority has determined if this Information Circular is truthful or complete. Any representation to the contrary is a criminal offence.

The contents of this Information Circular should not be construed as legal, business or tax advice. Debentureholders should consult their own legal, tax, financial or other professional advisors as to those matters.

The information contained in this Circular is given as at February 10, 2020, unless otherwise indicated. Unless otherwise noted, all references in this Circular to “\$” or “dollars” are to Canadian dollars.

PURPOSE OF THE DEBENTUREHOLDERS' MEETING

Holders of the Debentures are being asked to approve the adoption of a resolution (the “**Debentureholders’ Resolution**”) to be passed to amend the Indenture to, among other things, implement amendments (the “**Proposed Amendments**”) to certain provisions of the Indenture that will:

- (a) provide for the payment of interest by the issuance of common shares (the “**Common Shares**”) of the Corporation on terms that are consistent with the Corporation’s ability to satisfy its obligation to repay the principal amount of the Debentures in Common Shares (the “**PIK Interest Amendment**”);
- (b) amend the Conversion Price from \$15.00 (as adjusted in connection with the consolidation of the Common Shares on a 30:1 basis, effective on February 14, 2019 (the “**Consolidation**”)) to 1.00 (the “**Amended Conversion Price**”) (the “**Conversion Price Amendment**”);
- (c) amend the price at which the Corporation can implement a Forced Conversion pursuant to Section 4.14 of the Indenture from \$27.00 (as adjusted in connection with the Consolidation) to the Amended Conversion Price and to amend the circumstances in which the Corporation can implement such Forced Conversion (the “**Forced Conversion Amendment**”); and
- (d) provide for any other business that may properly come before the Meeting or any adjournment thereof;

all as more all as more particularly described herein. The complete text of the Debentureholders’ Resolution is attached to this Information Circular as Schedule “A”.

As discussed below under “Background to the Proposed Amendments”, Cryptologic believes that the Proposed Amendments are necessary to improve its balance sheet and simplify its capital structure, in order to proceed with either the proposed transaction with Wayland Group Corp. (“**Wayland**”) or an alternative transaction as recommended by management and approved by the Board.

If the Debentureholders’ Resolution is approved at the Meeting, in order to effect the Proposed Amendments, the Corporation and the Trustee shall enter into a supplemental indenture (the “**Supplemental Indenture**”) pursuant to Section 14.1(d) of the Indenture. If the Debentureholders’ Resolution is not passed at the Meeting, Cryptologic and the Trustee will not enter into the Supplemental Indenture and the Proposed Amendments will not be implemented.

Cryptologic reserves the right to amend the terms and conditions of this solicitation at any time prior to the date on which the Meeting is held for any reason, including, but not limited to, extending and/or terminating the solicitation.

QUORUM, VOTES REQUIRED

The Debentureholders’ Resolution will be an Extraordinary Resolution. Subject to certain exceptions, the Indenture provides that Debentureholders have the power exercisable by Extraordinary Resolution to approve any change in any of the provisions of the Indenture or the Debentures. The Indenture further provides that any Extraordinary Resolution passed in accordance with the provisions contained in the Indenture is binding upon all of the holders of the related Debentures, whether or not present or represented at the meeting at which the Extraordinary Resolution was passed.

The Indenture provides that a quorum for a meeting of the Debentureholders called to pass an Extraordinary Resolution is constituted by holders of the outstanding Debentures present in person or represented by proxy representing not less than 25% in principal amount of the Debentures outstanding. The Indenture also provides that, where a meeting for the purpose of passing an Extraordinary Resolution is convened, if a quorum is not present within 30 minutes after the time appointed for the meeting, then the meeting shall

be adjourned to such date, being not less than 21 nor more than 60 days later, and to such place and time as may be appointed by the chairman of the meeting. Not less than 10 days notice shall be given of the time and place of such adjourned meeting in the manner provided for in Section 12.2 of the Indenture. Such notice shall state that at the adjourned meeting the Debentureholders present in person or by proxy shall form a quorum. At the adjourned meeting the Debentureholders present in person or by proxy shall form a quorum and may transact the business for which the meeting was originally convened and a resolution proposed at such adjourned meeting and passed thereat by the affirmative vote of holders of not less than 66 $\frac{2}{3}$ % of the principal amount of the Debentures represented at the meeting in person or represented by proxy and voted upon on a poll on such resolution, shall be an Extraordinary Resolution within the meaning of the Indenture, notwithstanding that the holders of not less than 25% in principal amount of the Debentures then outstanding are not present in person or by proxy at such adjourned meeting.

To be effective, the Debentureholders' Resolution must be passed by the favourable votes of the holders of not less than 66 $\frac{2}{3}$ % of the aggregate principal amount of the outstanding Debentures represented and voted at the Meeting or any adjournment thereof.

RECORD DATE AND PROXY DEPOSIT DEADLINE

The directors of Cryptologic have fixed February 10, 2020 as the record date for receiving notice of the Meeting (the "**Record Date**"). Registered Debentureholders at the close of business on the Record Date are entitled to receive notice of the Meeting and exercise one vote in respect of each \$1,000 principal amount of the Debentures then beneficially held. The aggregate principal amount of the Debentures currently outstanding and due on the Maturity Date (as defined below) is \$34,500,000, represented by 34,500 Debentures, each with a face value of \$1,000. To be valid, proxies must be signed and received by the Trustee at the following address no later than 5:00 p.m. (Toronto time) on Wednesday, March 11, 2020 or, if the Meeting is adjourned, no later than 5:00 p.m. (Toronto time) on the second business day preceding the day to which the meeting is adjourned: AST Trust Company (Canada), Attention: Proxy Department, P.O. Box 721, Agincourt, Ontario, Canada, M1S 0A1, or by facsimile, at 866-781-3111 (North America) or 416-368-2502 (outside of North America).

PRINCIPAL HOLDERS

As of the date of this Circular, Debentures in the principal amount of \$34,500,000 are outstanding. As of the Record Date of February 10, 2020, to the knowledge of the directors an executive officers of Cryptologic, there are no person or company beneficially owns or exercises control or direction, directly or indirectly, over more than 10% of the Debentures, other than (i) 828 L.P., which has beneficial ownership or control or direction over \$2,539,000 principal amount and 2619726 Ontario Inc., an affiliate of 828 L.P., which has beneficial ownership or control or direction over \$2,200,000 principal amount which collectively represent 13.7% of the Debentures, and (ii) Yoel Altman, who personally or through various entities over which he has beneficial ownership or control or direction, controls \$5,709,000 principal amount which collectively represent 16.5% of the Debentures.

VOTING BY PROXY

The Debentures were issued by Cryptologic in the "book-entry only" system and all of the Debentures are currently registered in the name of and held by or on behalf of CDS Clearing and Depository Services Inc. ("**CDS**") as custodian for the participants of CDS, which includes investment dealers, stockbrokers, banks and trust companies and other financial institutions that maintain custodial relationships with a participant, either directly or indirectly (each, a "**CDS Participant**"). As such, CDS is the sole registered holder of the Debentures and Debentureholders do not hold Debentures in their own name. Beneficial interests in the Debentures, constituting ownership of the Debentures, are represented through book-entry accounts of institutions acting on behalf of beneficial owners as direct and indirect CDS Participants, rather than by

definitive certificates. In accordance with the Indenture and applicable securities law requirements, Cryptologic has distributed copies of the Notice of Meeting of Debentureholders, this Information Circular and the form of proxy (collectively, the “**Meeting Materials**”) to CDS Participants (or a service corporation acting on behalf of the CDS Participants, such as Broadridge Financial Solutions, Inc.) for distribution to Debentureholders.

Only registered Debentureholders or their respective duly appointed proxyholders are permitted to attend and vote at the Meeting or to appoint or revoke a proxy. **As a beneficial owner, you are entitled to: (i) direct how Debentures beneficially owned by you are to be voted; or (ii) obtain a form of legal proxy that will entitle you (or another person who need not be a Debentureholder) to attend and vote at the Meeting. You may exercise this right by inserting the name of the person attending the Meeting in the blank space provided on the proxy and deleting the names printed thereon, signing and dating the proxy and, in either case, depositing the completed and executed proxy with the Trustee: AST Trust Company (Canada), Attention: Proxy Department, P.O. Box 721, Agincourt, Ontario, Canada, M1S 0A1, or by facsimile, at 866-781-3111 (North America) or 416-368-2502 (outside of North America), no later than 5:00 p.m. (Toronto time) on Wednesday, March 11, 2020 or, if the Meeting is adjourned, no later than 5:00 p.m. (Toronto time) on the second business day preceding the day to which the meeting is adjourned.**

CDS Participants are required to forward the Meeting Materials to Debentureholders unless a Debentureholder has waived the right to receive them. CDS Participants often use service corporations to forward the Meeting Materials to Debentureholders. Generally, Debentureholders who have not waived the right to receive Meeting Materials will either:

- (a) be given a voting instruction form that is not signed by the CDS Participant and that, when properly completed and signed by the Debentureholder and returned to the CDS Participant or its service corporation, will constitute voting instructions (often called a “**voting instruction form**”) that the CDS Participant must follow. Typically, the voting instruction form will consist of a one-page pre-printed form. Sometimes, instead of the one-page pre-printed form, the voting instruction form will consist of a regular printed form of proxy accompanied by a page of instructions that contains a removable label with a bar-code and other information. In order for the form of proxy to validly constitute a voting instruction form, the Debentureholder must remove the label from the instructions and affix it to the form of proxy, properly complete and sign the form of proxy and submit it to the CDS Participant or its service corporation in accordance with the instructions of the CDS Participant or its service corporation; or
- (b) be given a form of proxy that has already been signed by the CDS Participant (typically by a facsimile, stamped signature), which is restricted as to the principal amount of Debentures beneficially owned by the Debentureholder but that is otherwise not completed by the CDS Participant. Because the CDS Participant has already signed the form of proxy, this form of proxy is not required to be signed by the Debentureholder when submitting the proxy. In this case, the Debentureholder who wishes to submit a proxy should properly complete the form of proxy and deposit it with AST Trust Company (Canada), Attention: Proxy Department, P.O. Box 721, Agincourt, Ontario, Canada, M1S 0A1, or by facsimile, at 866-781-3111 (North America) or 416-368-2502 (outside of North America).

In either case, the purpose of these procedures is to permit Debentureholders to direct the voting of the Debentures they beneficially own. A beneficial Debentureholder receiving a voting instruction form or proxy cannot use that form to vote Debentures directly at the Meeting. Should a Debentureholder who receives one of the above forms wish to vote at the Meeting in person (or have another person attend and vote on behalf of the Debentureholder), the Debentureholder should carefully follow the instructions of his/her CDS Participant, including those regarding when and where the proxy or voting instruction form is to be delivered.

Every CDS Participant, broker and other intermediary has its own mailing procedures and provides its own return instructions, which should be carefully followed by beneficial Debentureholders in order to ensure that their Debentures are voted at the Meeting.

Only registered Debentureholders have the right to revoke a proxy. A beneficial Debentureholder may revoke a voting instruction form, proxy or a waiver of the right to receive Meeting Materials and to vote that has been given to a CDS Participant at any time by written notice to the CDS Participant provided that a CDS Participant is not required to act on a revocation of a voting instruction form, proxy or a waiver of the right to receive Meeting Materials and to vote that is not received by the CDS Participant at least seven days prior to the Meeting. Beneficial Debentureholders who wish to change their vote must make appropriate arrangements with their respective brokers or other intermediaries.

Debentures represented by properly executed proxies will be voted, or withheld from voting, in accordance with the instructions of the Debentureholder on any ballot that may be called for at the Meeting and, if the Debentureholder specifies a choice with respect to any matter to be acted upon at the Meeting, such Debentures represented by properly executed proxies will be voted accordingly. **If no choice is specified with respect to any such matter, the management nominees designated in the form of proxy will vote in favour of the Debentureholders' Resolution.**

If any amendments or variations to matters identified in the accompanying Notice are proposed at the Meeting or if any other matters properly come before the Meeting, the enclosed form of proxy confers authority to vote on such amendments or variations according to the discretion of the person voting the proxy at the Meeting. At the date of this Circular, management of the Corporation knows of no such amendments, variations or other matters to come before the Meeting other than the matters referred to in the Notice.

PROPOSED AMENDMENTS TO THE DEBENTURES

Debentureholders are being asked to approve the Debentureholders' Resolution and amend the terms of the Debentures all as more particularly described below.

The reasons the Corporation is requesting the Debentureholders approve the Debentureholders' Resolution are described below under the heading "Background to the Proposed Amendments."

Implementation of the Proposed Amendments will be subject to the conditions described below under the heading "Conditions to the Proposed Amendments" and contained in the Debentureholders' Resolution, the full text of which is set out on Schedule "A" to this Circular.

In order to give effect to the Debentureholders' Resolution that are approved at the Meeting, the Supplemental Indenture will have to be entered into in order to implement the Proposed Amendments described below.

PIK Interest Amendment

The PIK Interest Amendment will provide for the interest payable on the earlier of (i) the Final Maturity Date, being June 30, 2020, and (ii) the date of the Forced Conversion, to be payable by the issuance of Common Shares on terms that are materially consistent with the Corporation's ability to satisfy its obligation to repay the principal amount of the Debentures in Common Shares.

Section 2.1(e) of the Indenture provides that in the event the Initial Maturity Date is extended to the Final Maturity Date, the Corporation shall have the option to satisfy its obligation to repay the principal amount of the Debentures, in whole or in part, at the Final Maturity Date upon at least 30 days and not more than 60 days prior notice, by delivering to the holders of such Debentures that number of Freely Tradable Shares obtained by dividing the principal amount of the Debentures being repaid by 95% of the Current Market Price on the Final Maturity Date.

The Corporation completed the 828 Acquisition on June 29, 2018 and extended the Initial Maturity Date to the Final Maturity Date pursuant to the terms of the Indenture.

The PIK Interest Amendment will extend, on terms that are materially consistent, the Corporation's ability to satisfy its obligation to repay the principal amount of the Debentures by issuing Common Shares pursuant to Section 2.1(e) of the Indenture to the Corporation's ability to satisfy its Interest Obligations under the Indenture. The PIK Interest Amendment will provide that the Corporation shall have the option to satisfy any Interest Obligation, in whole or in part, on the applicable Interest Payment Date, upon at least 5 days prior notice, by delivering to the holders of such Debentures that number of Freely Tradable Shares obtained by dividing the amount of the Interest Obligation by the Amended Conversion Price on the applicable Interest Payment Date.

Conversion Price Amendment

On February 14, 2019, the Corporation completed the Consolidation on a 30:1 basis. The Conversion Price was adjusted pursuant to Section 4.4(a) of the Indenture from \$0.50 to \$15.00.

The Conversion Price Amendment is proposed to allow Debentureholders to convert their Debentures at a conversion price that is more reflective of the current market price of the Common Shares. The Amended Conversion Price is consistent with the price set out in the PIK Interest Amendment and the Force Conversion Amendment.

Forced Conversion Amendment

The Forced Conversion Amendment would allow the Corporation to force the conversion of the entire principal amount of the Debentures and any and all accrued but unpaid interest at the Conversion Price (as amended in accordance with the Conversion Price Amendment) at any time, upon giving Debentureholders 10 days' advance written notice.

The Forced Conversion Amendment effectively allows the Corporation to have the flexibility to convert all outstanding Debentures into Common Shares at the Corporation's discretion. This gives the Corporation the flexibility to improve its balance sheet prior to the Final Maturity Date and allows Debentureholders to benefit as shareholders of the Corporation earlier than they would if their Debentures were converted on the Final Maturity Date on June 30, 2020 in accordance with Section 2.1(e) of the Indenture.

BACKGROUND TO THE PROPOSED AMENDMENTS

The board of directors (the "**Board**") and management of the Corporation have undertaken an extensive review of the Corporation's current business and operations as a cryptocurrency mining company. In its review, management and the Board have noted several challenges surrounding cryptocurrency miners. The next generation of cryptocurrency mining equipment is now commercially available, including the Antminer S17, which has a hashrate that is more than double the hashrate of the Antminer S9 cryptocurrency miners owned by the Corporation. In the opinion of management and the Board, the significant increase in the Bitcoin network hashrate combined with the increased efficiency of the next generation of mining machines, along with the projected halving of the Bitcoin block reward expected in the spring of 2020, will result in the obsolescence of the Antminer S9 cryptocurrency machines owned by the Corporation. In order to achieve profitable mining operations in the short term, the Corporation would be required to make a significant capital investment in the new generation of cryptocurrency mining

machines. However, there still exists significant uncertainty, including the future price of Bitcoin and the network hashrate, as well as the ability of the Corporation to secure additional financing in the capital markets. This uncertainty has been experienced by several Canadian cryptocurrency mining companies. While the Board believes there is potential for operations of the Corporation to improve over time based on a significant capital investment in new cryptocurrency mining machines, it does not foresee any immediate progression and believes this is an optimal time to divest all or substantially all of its assets (the “**Cryptocurrency Assets**”). For this and several other business and capital market reasons, the Board has determined that it would be in the best interest of the Corporation and its shareholders (the “**Shareholders**”) to divest itself of its current business with a view to completing a strategic pivot into a different industry.

In the annual and special meeting of the Shareholders, also proceeding on March 13, 2020, the Corporation is asking the Shareholders to consider and, if deemed advisable, to pass, with or without variation, a special resolution of the Corporation approving and authorizing the sale (the “**Asset Sale**”) of all or substantially all of the Corporation’s assets pursuant to Section 184(4) of the *Business Corporations Act* (Ontario), the terms of such Asset Sale to be finalized by management and approved by the Board. If completed, the Corporation shall become a shell corporation with no assets other than the proceeds from the Asset Sale and shall pursue either the acquisition of the business or assets of Wayland or an alternative transaction as recommended by management of the Corporation and approved by the Board. Debentureholders that are not Shareholders are not able to vote on the resolutions being proposed by Cryptologic at the annual and special meeting of the Shareholders.

The Proposed Amendments will allow the Corporation to improve its balance sheet and simplify its capital structure in order to focus on pursuing either the acquisition of the business or assets of Wayland or an alternative transaction as recommended by management of the Corporation and approved by the Board.

BENEFITS OF THE PROPOSED AMENDMENTS

The benefits of the Proposed Amendments for Debentureholders are set out below:

1. Debentureholders could vote as Shareholders at a future meeting of Shareholders of the Corporation to approve any proposed change in the business of the Corporation.
2. The Debentureholders would have certainty of proceeding with the Amended Conversion Price rather than determining the Conversion Price that may apply pursuant to Section 2.1(e) of the Indenture if the Corporation elects to exercise its option to satisfy its obligation to repay the principal amount of the Debentures, in whole or in part, at the Final Maturity Date upon at least 30 days and not more than 60 days prior notice, by delivering to the holders of such Debentures that number of Freely Tradable Shares obtained by dividing the principal amount of the Debentures being repaid by 95% of the Current Market Price on the Final Maturity Date.
3. The resulting improved balance sheet for the Corporation would improve prospects for the Corporation to focus on maximizing Shareholder value, by proceeding with either the acquisition of the business or assets of Wayland or an alternative transaction.

RECOMMENDATION OF THE BOARD OF DIRECTORS

The directors of the Corporation (other than Mr. FitzGerald, who abstained from voting in the event his 1,450 Debentures constituted a “material interest” under the OBCA) unanimously recommend

that Debentureholders support the Proposed Amendments by voting in favour of the Debentureholders' Resolution. See "Interests of Certain Persons in Matters to be Acted Upon".

CONDITIONS TO THE PROPOSED AMENDMENTS

The Proposed Amendments will not be implemented unless each of the following conditions is satisfied at or before the time of such implementation:

1. The Debentureholders shall have approved the Debentureholders' Resolution as an Extraordinary Resolution.
2. The Supplemental Indenture shall have been entered into between the Trustee and Cryptologic.
3. There shall not have been an Event of Default that has not been remedied.

The Corporation may not waive any of these conditions without the consent of the Debentureholders.

WHERE YOU CAN FIND MORE INFORMATION

Cryptologic files annual and interim financial statements, annual reports, annual information forms, MD&A, proxy statements, material contracts (including the Indenture) and other information with Canadian securities regulators. Cryptologic' filings are available at the Corporation's profile at www.sedar.com.

Cryptologic will provide information about any additions to its stated capital account that impact the aggregate principal amount of the Debentures outstanding in its annual and interim financial statements. See "Proposed Amendments to the Debentures – Reduction of Principal".

INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS

None of the executive officers, directors or employees or former executive officers, directors or employees of the Corporation and any of its subsidiaries, or associates of such persons, are or have been, during the Corporation's most recently completed financial year, indebted to the Corporation nor has the Corporation guaranteed any loans on behalf of any of these individuals.

INTERESTS OF CERTAIN PERSONS IN MATTERS TO BE ACTED UPON

Except as set out below, management of Cryptologic is not aware of any material interest of any director or executive officer or any associate or affiliate of any of the foregoing in any matter to be acted on at the Meeting.

John Kennedy FitzGerald, a director and officer of the Corporation, owns 1,450 Debentures. Jordan Greenberg, an officer of the Corporation, owns 160 Debentures. Dale Johnson, a director of the Corporation, owns 100 Debentures.

INTERESTS OF INFORMED PERSONS IN MATERIAL TRANSACTIONS

Other than as otherwise disclosed in this Information Circular, no director, executive officer or Debentureholder beneficially owning (directly or indirectly) or exercising control or direction over more than 10% of the Debentures (or any director or executive officer thereof), and no associate or affiliate of the foregoing persons, has or has had any material interest, direct or indirect, in any transaction since January 1, 2019 or in any proposed transaction that, in either such case, has materially affected or will

materially affect the Corporation or any of its subsidiaries.

OTHER BUSINESS

Management of the Corporation is not aware of any other business to come before the Meeting other than as set forth in the Notice of Meeting. If any other business properly comes before the Meeting, it is the intention of the persons named in the form of proxy to vote the Debentures represented thereby in accordance with their best judgment on such matter.

AUDITOR, TRUSTEE AND TRANSFER AGENT

Dale Matheson Carr-Hilton Labonte LLP (“DMCL”) is the auditor of the Corporation. DMCL has been the Corporation’s auditor since January 14, 2019. The trustee and transfer agent and registrar of the Debentures, as well as the Common Shares, is AST Trust Company (Canada) with its principal office in the City of Toronto at 1 Toronto Street, Suite 1200, Toronto ON, M5C 2V6 or 2001, boul. Robert-Bourassa, Suite 1600, Montreal, QC H3A 2A6.

APPROVAL OF DIRECTORS

The contents of this Information Circular and the sending, communication and delivery to the Debentureholders have been authorized and approved by the Board of Directors of Cryptologic.

DATED as of February 10, 2020.

CRYPTOLOGIC CORP.

(Signed) “*John Kennedy FitzGerald*”

Director and President and Chief Executive
Officer

SCHEDULE "A"

EXTRAORDINARY RESOLUTION OF THE DEBENTUREHOLDERS

NOW THEREFORE, BE IT RESOLVED AS AN EXTRAORDINARY RESOLUTION THAT:

1. The definition of "Conversion Price" (in Section 1.1(t) of the Indenture, as defined in the Information Circular to which this Schedule "A" is attached) is hereby amended to \$1.00;
2. Section 2.1(c) of the Indenture shall be amended to add the underlined text below:

2.1 Form and Terms of Debentures

- (c) The Debentures shall bear interest from and including the Issue Date at the rate of 8% per annum (based on a year of 360 days composed of twelve 30-day months), payable in arrears in semi-annual payments (with the exception of the first interest payment which will include interest from and including the Closing Date and the last interest payment which will include interest from and including the last Interest Payment Date to but excluding the Maturity Date) on June 30 and December 31 of each year, commencing with the Initial Coupon Payment to fall due on the Initial Coupon Payment Date and the last such payment (representing interest payable from and including the last Interest Payment Date to but excluding the Maturity Date of the Debentures or the earlier date of repurchase or conversion of the Debentures) to fall due on the Maturity Date or an earlier date of repurchase or conversion, payable after as well as before maturity and after as well as before default, with interest on amounts in default at the same rate, compounded semi-annually, computed on the basis of a 360 day year composed of twelve 30-day months. Each payment of interest on the Debentures will include interest accrued for the period commencing on and including the immediately preceding Interest Payment Date (or, if none, the Closing Date, being the initial issuance date of the Debentures) to but excluding the next following Interest Payment Date (or conversion date). It is estimated that the Initial Coupon Payment will include interest accrued from and including the Closing Date to but excluding July 30, 2018 (being the day prior to the outside date of the 828 Acquisition), which will be equal to \$8.55 for each \$1,000 principal amount of Debentures. The record dates for the payment of interest on the Debentures will be the close of business on the fifth Business Day preceding the applicable Interest Payment Date. The Corporation shall have the option to satisfy any Interest Obligation, in whole or in part, on the applicable Interest Payment Date, upon at least 5 days prior notice, by delivering to the holders of such Debentures that number of Freely Tradable Shares obtained by dividing the amount of the Interest Obligation by the Conversion Price on the applicable Interest Payment Date.

3. Section 4.14 of the Indenture is deleted in its entirety and replaced with the following:

4.14 Forced Conversion

The Corporation may force the conversion of the entire principal amount of the Debentures and all accrued but unpaid interest at the Conversion Price at any time, upon giving Debentureholders 10 days' advance written notice.

4. Cryptologic Corp. (the “**Corporation**”) and the AST Trust Company (Canada) be and are hereby authorized and directed to enter into a supplemental indenture agreement to amend the terms of the Indenture to give effect to the above resolutions.
5. Any director or officer of the Corporation is hereby authorized, in the name and on behalf of the Corporation, under its corporate seal or otherwise, to make such further amendments to the Indenture as may be required to give effect to the intent of the above resolutions, and any such amendments shall be deemed to be authorized by these resolutions.
6. Any director or officer of the Corporation is hereby authorized, in the name and on behalf of the Corporation, under its corporate seal or otherwise, to execute and deliver all such other applications, certificates, documents, deeds, agreements and instruments (in addition to those mentioned in these resolutions), and to do all such further acts, as such officer may consider to be necessary or desirable to give effect to the above resolutions and agreements referred to herein, and the execution of any such documents by any such officer of the Corporation, or the doing of any such act, shall be deemed to be conclusive evidence that such documents so executed, or such acts so performed, are authorized by these resolutions.
7. Notwithstanding the passage of this extraordinary resolution by Debentureholders voting thereon, the directors are authorized to revoke or abandon this extraordinary resolution, without any further approval of Debentureholders, at any time prior to the entering into a supplemental indenture agreement

