

Form 51-102F3
MATERIAL CHANGE REPORT

Item 1. Name and Address of Company

Kings Entertainment Group Inc. (formerly First Uranium Resources Ltd.) (the “Company”)
1500-1055 West Georgia St.
Vancouver, British Columbia
V6E 4N7, Canada

Item 2. Date of Material Change

December 5, 2024

Item 3. News Release

A news release dated December 5, 2024 was disseminated and subsequently filed under the Company’s profile on SEDAR+ at www.sedarplus.ca.

Item 4. Summary of Material Change

On December 5, 2024, the Company announced the closing of the previously announced transaction between the Company and PM Gaming Legacy Inc. (“**PM Legacy**”) whereby PM Legacy acquired the entirety of the Company’s online lottery and casino business through the acquisition of all of the outstanding shares of the Company’s wholly-owned subsidiaries, Legacy Eight Curacao NV (“**Legacy**”), Azteca Messenger Services S.A. de C.V. (“**Azteca**”) and Phoenix Digital Services Ltd. (“**Phoenix**” and together with Legacy and Azteca, the “**Subsidiaries**”), in exchange for cash consideration of \$175,000 (the “**Disposition**”).

Item 5. Full Description of Material Change

5.1 Full Description of Material Change

On December 5, 2024, the Company announced the closing of the previously announced Disposition between the Company and PM Legacy whereby PM Legacy acquired the entirety of the Company’s online lottery and casino business through the acquisition of all of the outstanding shares of the Company’s wholly-owned Subsidiaries, Legacy, Azteca and Phoenix in exchange for cash consideration of \$175,000 (the “**Cash Consideration**”). The Company received shareholder approval for the Disposition at a special meeting of shareholders held on November 1, 2024, which was required as the Disposition constitutes the sale of all or substantially all of the assets of the Company.

The Cash Consideration will be satisfied as follows: (i) a cash payment in the amount of \$2,000 on the date of closing (the “**Closing Date**”); (ii) 86 separate cash payments of \$2,000 each, payable monthly and commencing on the last day of the month following the Closing Date; and (iii) a cash payment of \$1,000 on the last day of the month following the conclusion of the 86 cash payments.

Additionally, the Company is required to reimburse PM Legacy for the PM Legacy's reasonable fees, disbursements and charges of its counsel, financial advisors and accountants incurred in connection with the Disposition, up to a maximum of USD\$37,500 (the "**Reimbursable Expenses**"). The Reimbursable Expenses shall be set off against and deducted from the Cash Consideration by reducing the number of payments contemplated until the remaining aggregate Cash Consideration equals the Reimbursable Expenses.

The share purchase agreement for the Disposition provides that if, for a 36-month period following closing of the Disposition, PM Legacy (or any affiliate or related person thereof) completes any sale, partial or otherwise, of the Subsidiaries or the assets thereof to an arm's length party, the Company will be entitled to 10%-20% of the total consideration received therefor, depending on when such sale is completed.

The Company no longer has active business operations or any material assets. The Company will continue to explore strategic alternatives and assess options with the aim of maximizing shareholder value. The Company will update shareholders of any material developments. There can be no assurance that these efforts will result in a transaction being pursued, entered into, or consummated.

The Company's shares continue to be halted and remain under a cease-trade order. The Company will continue to work with the Canadian Securities Exchange and the British Columbia Securities Commission to have the restrictions lifted and resume trading.

Cautionary Note Regarding Forward-Looking Information

This report includes certain statements that may be deemed "forward-looking statements". All statements in this report, other than statements of historical facts, that address events or developments that the Company expects to occur, are forward-looking statements. The use of any of the words "anticipate", "continue", "estimate", "expect", "may", "will", "would", "project", "should", "believe" and similar expressions are intended to identify forward-looking statements. Forward-looking statements in this news release include statements concerning the Company's continued exploration of strategic alternatives. Undue reliance should not be placed on the forward-looking statements because the Company can give no assurance that they will prove to be correct. Since forward-looking statements address future events and conditions, by their very nature they involve inherent risks and uncertainties. These statements speak only as of the date of this News Release and the Company does not undertake to update such information at any particular time except as required in accordance with applicable laws. Actual results could differ materially from those currently anticipated due to a number of factors and risks including various risk factors discussed in the Company's disclosure documents which can be found under the Company's profile on www.sedarplus.ca.

5.2 Disclosure for Restructuring Transactions

Not applicable.

Item 6. Reliance on subsection 7.1(2) of National Instrument 51-102

Not applicable.

Item 7. Omitted Information

None.

Item 8. Executive Officers

The following senior officer of the Company is knowledgeable about the material change and this Material Change Report and may be contacted:

Kelvin Lee, Chief Financial Officer
Telephone: 236-521-6500

Item 9. Date of Report

December 13, 2024.