



CODE OF CONDUCT



BOARD CHARTER

Effective as of January 29, 2021

BRAGG GAMING GROUP INC.

BOARD CHARTER

1. PURPOSE AND GOAL OF THE BOARD

The board of directors (the "**Board**") of Bragg Gaming Group Inc. (the "**Company**") directly, and through its committees, oversees the management of, and provides stewardship over, the Company's affairs. The Board's primary goal is to act in the best interests of the Company to enhance long-term shareholder value while considering the interests of the Company's various stakeholders, including shareholders, employees, customers, suppliers and the community. The Board is obligated to act honestly and in good faith with a view to the best interests of the Company. The Board is also committed to the principles of good corporate governance and practices set out in National Policy 58-201 – *Corporate Governance Guidelines* ("**NP 58-201**").

2. AUTHORITY

The organization of the Board and its authority are subject to any restrictions, limitations or requirements set out in the Company's constating documents, including its articles and by-laws, as well as any restrictions and limitations or requirements set out under applicable laws, including the *Canada Business Corporations Act* (the "**Act**"), Canadian securities laws as well as the standards, policies and guidelines of the TSX Venture Exchange (collectively, the "**Applicable Law**").

The Board retains authority over the administration of its own affairs, including:

- (a) selecting the Chair of the Board;
- (b) forming Board committees (each a "**Committee**", and collectively, the "**Committees**");
- (c) delegating powers to each Committee; and
- (d) developing position descriptions for the Chair of the Board and the chair of each Committee.

The Board will develop and maintain the Company's corporate governance approach, including developing a set of corporate governance principles specific to the Company (the "**Governance Principles**") to guide the Board, its Committees, the Company's officers, management and employees in completing their duties, responsibilities and obligations in relation to the Company. The Governance Principles will comply with the Act and include the best practices contained in NP 58-201 and any other practices approved by the Board.

The Board is responsible for approving the Company's significant operating policies and procedures, including reviewing and approving material changes to existing policies. The Board is also responsible for monitoring Company compliance, including Board compliance with these policies.

3. ORGANIZATION

The Company's shareholders elect directors annually to the Company's Board. Elections are conducted in accordance with the Act and the Company's constating documents, including its articles and by-laws. The number of directors comprising the Board is determined from time to time by the Company's shareholders.

or by the Board itself, if permitted, within the minimum and maximum number of directors provided in the articles.

A majority of the directors on the Board must be "independent" in accordance with Applicable Law. Under Applicable Law, in order to be considered "independent", directors shall have no direct or indirect material relationship with the Company. The Board shall establish and maintain procedures and policies to ascertain director independence and address conflict of interest issues.

Every director shall serve until his successor is appointed, unless he or she resigns, fails to meet the qualifications to serve as a director or otherwise ceases to be a director of the Company.

4. COMMITTEES

In accordance with Section 2(c) and Section 2(d), the Board will establish and delegate some of its responsibilities and powers, permitted under Applicable Law, to its Committees. At a minimum, the Board will establish an Audit Committee, a Compensation Committee, and a Nominating Committee. The Board may form other Committees at its discretion.

- (a) Every Committee must be comprised of a majority of independent directors, with the exception of the Nomination Committee and Compensation Committee, which must be comprised entirely of independent directors.
- (b) Every Committee must create and maintain a Committee charter (the "**Charter**") outlining its responsibilities, including those responsibilities set out in NP 58-201, to be approved by the Board.
- (c) Every Charter must be disclosed in accordance with NI 58-101, and made publicly available on the Company's website.

5. RISK MANAGEMENT

The Board is responsible for the identification of the principal risks of the Company's business and ensuring the implementation of appropriate systems to manage these risks. The Board's responsibility to oversee risk management includes receiving reports from management on the status of risk management activities, reviewing reports on spending in relation to approved budgets and overseeing the financial reporting process of the Company. The Board should review the effectiveness of the Company's system of internal controls, at minimum, on an annual basis.

To ensure clear delineation of roles and responsibilities, the Board will develop management authority guidelines to distinguish between areas of Board authority, including Committee authority, and those delegated to the CEO and other management personnel. These guidelines must set out matters that must be presented to the Board for review. Matters to be presented to the Board for review include any significant acquisitions and capital expenditures, major contracts and marketing initiatives, and significant finance-related issues.

The Board will approve the Company's annual budget and will receive reports from management in respect of the Company's actual results and a comparison of the actual results to the Company's annual budget.

6. STRATEGIC PLANNING

The Board has primary responsibility for the development and adoption of the strategic direction of the Corporation. The Board is responsible for adopting the Company's strategic planning process (the "**Planning Process**"). Using the Planning Process, the Board will participate with management in creating the Company's strategic plan (the "**Plan**"). The Board must approve the Plan before its implementation. The Board will not approve the Plan if the Plan does not:

- (a) recognize, and capitalize or mitigate (as applicable) the opportunities and risks of the Company's business; or
- (b) does not describe how the Company will implement the Plan to achieve the Company's long-term goals.

The Board will seek regular status reports from the Company's management in relation to the Company's performance, as compared to the Plan. The Board reviews with management from time to time the strategic planning environment, the emergence of new opportunities, trends and risks and the implications of these developments for the strategic direction of the Corporation.

7. CODE OF BUSINESS CONDUCT AND ETHICS

The Board must adopt a written Code of Ethics and Business Conduct (the "**Code**") as part of its efforts to promote a culture of integrity and honesty throughout the Company. The Code will apply to the Board itself and the Company's management and employees.

Only the Board may grant any waivers to the Code. If the Board grants a waiver to the Code, the Board will determine if disclosure of the waiver is necessary in accordance with Applicable Law. Contents of such disclosure will be in compliance with NP 58-201 and NI 58-101.

On occasion, the Board must review and analyze the conduct of senior management to satisfy itself that these individuals are complying with the Code and are creating a culture of integrity throughout the Company.

8. MANAGEMENT OVERSIGHT

The Board will oversee Company's management, including:

- (a) appointing and monitoring senior management;
- (b) developing the CEO's position description in accordance with Section 5;
- (c) developing or approving the corporate goals and objectives of the CEO and of other senior management; and
- (d) in conjunction with the Compensation Committee, assessing the performance of the CEO and other senior management, taking into consideration:
 - (i) such person's position description;
 - (ii) such person's goals and objectives;

- (iii) the Governance Principles, including the individual's adherence to the Governance Principles;
- (iv) the efforts made by such person to promote a culture of integrity at the Company; and
- (v) the Plan.

All management incentive plans tied to the Company's performance must first be approved by the Board.

9. COMMUNICATIONS AND DISCLOSURE

The Board will oversee the development and adoption of a disclosure policy to promote consistent disclosure practices by the Company in connection with the disclosure of material information about the Company and the Company's communications with external parties, including shareholders, the media and members of the investment community.

Representatives from the Board will be present at all shareholders' meetings to respond to shareholder questions relating to the Board's activities, duties and obligations.

The Board will appoint an independent, non-executive director to be available to shareholders with concerns should shareholder communications with the Board Chair, the CEO, or other executive officers fail to resolve the issue or such contact is inappropriate.

The Board will ensure the Company's financial performance is reported to shareholders, other security holders and regulators on a timely and regular basis in accordance with Applicable Law, and that reasonable steps are taken to ensure timely reporting of events, in accordance with Applicable Law, having a significant and material impact on the Company.

10. WHISTLEBLOWER POLICY

The Board will, in conjunction with the Audit Committee, establish a whistleblower policy for the Company allowing Company employees, officers, directors and other stakeholders, including the public, to raise, anonymously or not, questions, complaints or concerns about the Company's practices, including fraud, policy violations, any illegal or unethical conduct, and any Company accounting, auditing or internal control matters. The Board will ensure that any questions, complaints or concerns are adequately received, reviewed, investigated, documented and resolved.

11. MEETINGS

Meetings of the Board will be called, scheduled and held in accordance with the Company's constituting documents, including its articles and by-laws, as well as under Applicable Law.

Quorum for a Board meeting will be as provided in the by-laws of the Company. All directors are expected to attend and be prepared to participate, including reviewing all meeting materials before every Board meeting. The chairman (the "**Chair**" or "**Chairman**") of the Board shall chair these meetings, unless the Chairman of the Board is not an independent director, in which case the Lead Director shall chair these meetings.

The Board will provide at least seven days' notice of a meeting, unless all members of the Board consent to another time period or waive notice.

The Chair of the Board will seek input from the directors and Company's management, when setting each Board meeting's agenda.

Any written material to be provided to directors for a Board meeting must be distributed in advance of the meeting to give directors time to review and understand the information. All material provided to directors will be relevant and concise.

The CEO and any other member of senior management may, if invited by the Chair of the Board, attend, give presentations relating to their responsibilities and otherwise participate at Board meetings.

The Company's secretary, or if there is no Company secretary, any Board member attendee nominated by the Chair of the Board, will be the secretary of the meeting.

The Company's secretary will circulate minutes of all Board meetings to the Board and will ensure that all minutes of meetings, or written resolutions in lieu of a meeting, are filed in the Company's minute book.

The independent directors will meet separately after every regularly scheduled Board meeting without non-independent members, and members of management in attendance. The independent directors may also hold other meetings at such times and with such frequency as the independent directors consider necessary.

12. DIRECTOR EDUCATION AND TRAINING

The Board will provide newly elected directors with an orientation program to educate them on the Company, their roles and responsibilities on the Board or Committees, as well as the Company's internal controls, financial reporting and accounting practices. In addition, directors will, from time to time, as required, receive:

- (a) training to increase their skills and abilities, as it relates to their duties and their responsibilities on the Board; and
- (b) continuing education about the Company to maintain a current understanding of the Company's business, including its operations, internal controls, financial reporting and accounting practices.

13. ASSESSMENTS

The Board, the Committees and each director will perform an annual self-assessment on its, his or her contribution and effectiveness. The Board and any Committee will consider this Charter, and any director will consider his or her position description, when performing a self-assessment.

The Board will assess, on at least an annual basis, any policy, procedure, guideline or standard, including this Charter, created by the Board to manage or fulfill its roles, duties and responsibilities, to ensure that they remain current and relevant. The Board will ensure that each Committee shall perform the same assessment in relation to any Committee policy, procedure, guideline or standard.

14. ACCESS TO MANAGEMENT AND OUTSIDE ADVISORS

To fulfill its roles, duties and responsibilities effectively, the Board may contact and have discussions with the Company's external auditors and the Company's officers and employees and request Company information and documentation from these persons.

The Board may, in its sole discretion, retain and obtain the advice and assistance of independent outside counsel and such other advisors as it deems necessary to fulfil its duties and responsibilities under this Charter. The Board may set the compensation and oversee the work of any outside counsel and other advisors to be paid by the Company.

15. COMPENSATION

The Board is responsible for reviewing the compensation of members of the Board to ensure that the compensation realistically reflects the responsibilities and risks involved in being an effective director and for reviewing the compensation of members of the senior management team to ensure that they are competitive within the industry and that the form of compensation aligns the interests of each such individual with those of the Corporation.

16. ACCOUNTABILITIES OF INDIVIDUAL DIRECTORS

The accountabilities set out below are meant to serve as a framework to guide individual directors in their participation on the Board, with a view to enabling the Board to meet its duties and responsibilities.

Principal accountabilities include:

- (a) assuming a stewardship role, overseeing the management of the business and affairs of the Corporation;
- (b) maintaining a clear understanding of the Corporation, including its strategic and financial plans and objectives, emerging trends and issues, significant strategic initiatives and capital allocations and expenditures, risks and management of those risks, internal systems, processes and controls, compliance with applicable laws and regulations, governance, audit and accounting principles and practices;
- (c) preparing for each Board and Committee meeting by reviewing materials that have been provided in a timely manner and requesting, where appropriate, information that will allow the director to properly participate in the Board's deliberations, make informed business judgments, and exercise oversight;
- (d) absent a compelling reason, attending every meeting of the Board and each Committee of which such director is a member, and actively participating in deliberations and decisions. When attendance is not possible a director should become familiar with the matters to be covered at the meeting;
- (e) voting on all decisions of the Board or any Committees of which such director is a member, except when a conflict of interest may exist;

- (f) preventing personal interests from conflicting with, or appearing to conflict with, the interests of the Corporation and disclosing details of such conflicting interests should they arise; and
- (g) acting in the highest ethical manner and with integrity in all professional dealings.

17. NO RIGHTS CREATED

This Charter is a broad policy statement and is intended to be part of the Board's flexible governance framework. While this Charter should comply with all Applicable Law and the Company's constituting documents, including articles and by-laws, this Charter does not create any legally binding obligations on the Board, any Committee, any director, or the Company.

18. MANDATE REVIEW

The Board will annually review and reassess the adequacy of this Board Charter.



AUDIT COMMITTEE CHARTER

Effective as of January 29, 2021

BRAGG GAMING GROUP INC.

AUDIT COMMITTEE CHARTER

This Audit Committee charter (the "**Charter**") sets forth the purpose, composition, responsibilities, duties, powers and authority of the Audit Committee (the "**Committee**") of the directors (the "**Board**") of Bragg Gaming Group Inc. (the "**Company**").

1. PURPOSE

The purpose of the Committee is to assist the Board in fulfilling its oversight responsibilities with respect to:

- (a) financial reporting and disclosure requirements;
- (b) ensuring that an effective risk management and financial control framework has been implemented by management of the Company; and
- (c) external and internal audit processes.

2. COMPOSITION AND MEMBERSHIP

- (a) The members (collectively "**Members**" and individually a "**Member**") of the Committee shall be appointed by the Board to serve one-year terms and shall be permitted to serve an unlimited number of consecutive terms. The Board may remove a Member at any time and may fill any vacancy occurring on the Committee. A Member may resign at any time and a Member will cease to be a Member upon ceasing to be a director of the Company.
- (b) The Committee will consist of at least three Members. Every Member must be a director of the Company. Each Member shall be independent to the extent required by (and subject to the exemptions and other provisions set out in) applicable laws, rules, regulations and stock exchange requirements (collectively "**Applicable Laws**").
- (c) The chair of the Committee (the "**Chair**") will be appointed by the Board and confirmed by the Committee or appointed by the Committee from time to time and must have such accounting or related financial management expertise as the Board or Committee may determine in their business judgment is necessary. The Chair must be financially literate to the extent required by (and subject to the exemptions and other provisions set out in) applicable laws, rules, regulations and stock exchange requirements. In this Charter, the terms "**independent**" and "**financially literate**" have the meanings ascribed to such terms in Applicable Laws and include the meanings given to similar terms in Applicable Laws to the extent such similar terms are used in this Charter and are applicable under Applicable Laws.

3. MEETINGS

- (a) Meetings of the Committee will be held at such times and places as the Chair may determine, but in any event not less than four (4) times per year. Any Member may call a meeting of the Committee at any time upon not less than forty-eight (48) hours advance notice being given to each Member orally, by telephone, by facsimile or by email, unless

all Members are present and waive notice, or if those absent waive notice before or after a meeting. Members may attend all meetings either in person or by conference call.

- (b) At the request of the external auditors of the Company, the Chief Executive Officer or the Chief Financial Officer of the Company or any Member will convene a meeting of the Committee. Any such request will set out in reasonable detail the business proposed to be conducted at the meeting so requested.
- (c) The Chair, if present, will act as the Chair of meetings of the Committee. If the Chair is not present at a meeting of the Committee, then the Members present may select one of their number to act as chair of the meeting.
- (d) A majority of Members will constitute a quorum for a meeting of the Committee. Each Member will have one vote and decisions of the Committee will be made by an affirmative vote of the majority of Members present at the meeting at which the vote is taken. The Chair will not have a deciding or casting vote in the case of an equality of votes. Powers of the Committee may also be exercised by written resolution signed by all Members.
- (e) The Committee may invite from time to time such persons as the Committee considers appropriate to attend its meetings and to take part in the discussion and consideration of the affairs of the Committee, except to the extent the exclusion of certain persons is required pursuant to this Charter or by Applicable Laws.
- (f) In advance of every regular meeting of the Committee, the Chair will prepare and distribute to the Members and others as deemed appropriate by the Chair, an agenda of matters to be addressed at the meeting together with appropriate briefing materials. The Committee may require officers and employees of the Company to produce such information and reports as the Committee may deem appropriate in order to fulfill its duties.
- (g) meet in camera with only the auditors (if present), with only management (if present), and with only the Members at every Committee meeting;

4. DUTIES AND RESPONSIBILITIES

The duties and responsibilities of the Committee as they relate to the following matters, to the extent considered appropriate or desirable or required by Applicable Laws, are to:

4.1 Financial Reporting and Disclosure

The Committee and its membership shall meet all applicable legal, regulatory and listing requirements, including, without limitation, those of the Ontario Securities Commission ("**OSC**"), the Toronto Stock Exchange ("**TSX**"), the *Canada Business Corporations Act* ("**CBCA**") and all applicable securities regulatory authorities.

- (a) Review and recommend to the Board for approval, the audited annual financial statements of the Company, including the auditors' report thereon, the management's discussion and analysis of the Company prepared in connection with the annual financial statements, financial reports of the Company, and any initial public release of financial information of the Company through press release or otherwise, with such documents to indicate whether such information has been reviewed by the Board or the Committee;

- (b) review and approval of the quarterly financial statements of the Company including the management's discussion and analysis prepared in connection with the quarterly financial statements, with such documents to indicate whether such information has been reviewed by the Board or the Committee;
- (c) review and recommend to the Board for approval, where appropriate, financial information contained in any prospectuses, annual information forms, annual reports to shareholders, management proxy circulars, material change disclosures of a financial nature and similar disclosure documents;
- (d) review with management and with the external auditors significant accounting principles and disclosure issues and alternative treatments under International Financial Reporting Standards ("**IFRS**") all with a view to gaining reasonable assurance that financial statements are accurate, complete and present fairly the Company's financial position and the results of its operations in accordance with IFRS; and
- (e) annually review the Company's corporate disclosure policy and recommend any proposed changes to the Board for consideration.

4.2 Internal Controls and Audit

- (a) review and assess the adequacy and effectiveness of the Company's system of internal control and management information systems through discussions with management and the external auditor of the Company to ensure that the Company maintains: (i) the necessary books, records and accounts in sufficient detail to accurately and fairly reflect the Company's transactions; (ii) effective internal control systems; and (iii) adequate processes for assessing the risk of material misstatement of the financial statements of the Company and for detecting control weaknesses or fraud. From time to time the Committee will assess whether a formal internal audit department is necessary or desirable having regard to the size and stage of development of the Company at any particular time, with any such internal audit department reporting directly to the Audit Committee;
- (b) satisfy itself that management has established adequate procedures for the review of the Company's disclosure of financial information extracted or derived directly from the Company's financial statements;
- (c) periodically assess the adequacy of such systems and procedures to ensure compliance with regulatory requirements and recommendations;
- (d) review and discuss the major financial risk exposures of the Company and the steps taken to monitor and control such exposures, including the use of any financial derivatives and hedging activities;
- (e) review and assess, and in the Committee's discretion make recommendations to the Board regarding, the adequacy of the Company's risk management policies and procedures with regard to identification of the Company's principal risks and implementation of appropriate systems to manage such risks including an assessment of the adequacy of insurance coverage maintained by the Company; and
- (f) review and assess annually, and in the Committee's discretion make recommendations to the Board regarding, the investment policy, if any, of the Company.

4.3 External Audit

- (a) recommend to the Board a firm of external auditors to be engaged by the Company;
- (b) ensure the external auditors report directly to the Committee on a regular basis;
- (c) review the independence of the external auditors, including a written report from the external auditors respecting their independence and consideration of applicable auditor independence standards;
- (d) review and approve the compensation of the external auditors, and the scope and timing of the audit and other related services rendered by the external auditors;
- (e) review the audit plan of the external auditors prior to the commencement of the audit;
- (f) establish and maintain a direct line of communication with the Company's external and, if applicable, internal auditors; review the performance of the external auditors who are accountable to the Committee and the Board as representatives of the shareholders, including the lead partner of the independent auditors team;
- (g) oversee the work of the external auditors appointed by the shareholders of the Company with respect to preparing and issuing an audit report or performing other audit, review or attest services for the Company, including the resolution of issues between management of the Company and the external auditors regarding financial disclosure;
- (h) review the results of the external audit and the report thereon including, without limitation, a discussion with the external auditors as to the quality of accounting principles used and any alternative treatments of financial information that have been discussed with management of the Company and the ramifications of their use, as well as any other material changes. Review a report describing all material written communication between management and the auditors such as management letters and schedule of unadjusted differences;
- (i) discuss with the external auditors their perception of the Company's financial and accounting personnel, records and systems, the cooperation which the external auditors received during their course of their review and availability of records, data and other requested information and any recommendations with respect thereto;
- (j) review the reasons for any proposed change in the external auditors which is not initiated by the Committee or Board and any other significant issues related to the change, including the response of the incumbent auditors, and enquire as to the qualifications of the proposed auditors before making its recommendations to the Board; and
- (k) review annually a report from the external auditors in respect of their internal quality-control procedures, any material issues raised by the most recent internal quality-control review, or peer review of the external auditors, or by any inquiry or investigation by governmental or professional authorities, within the preceding five years, respecting one or more independent audits carried out by the external auditors, and any steps taken to deal with any such issues.

4.4 Non-Audit Services

- (a) pre-approve all non-audit services to be provided to the Company or any subsidiary entities by its external auditors or by the external auditors of such subsidiary entities. The Chair shall have the authority to pre-approve non-audit services but pre-approval by the Chair so delegated shall be presented to the Committee at its first scheduled meeting following such pre-approval.

4.5 Oversight Function

While the Committee has the responsibilities and powers set forth in this Charter, it is not the duty of the Committee to plan or conduct audits or to determine that the Company's financial statements are complete and accurate or are in accordance with IFRS and applicable rules and regulations. These are the responsibilities of the management of the Company. The Committee is not accountable or responsible for the day-to-day operation or performance of such activities.

5. REPORTING

The Committee shall provide the Board with a summary of all actions taken at each Committee meeting or by written resolution. The Committee will annually review and approve the Committee's report for inclusion in the management proxy circular. Minutes of each meeting of the Committee and each written resolution passed by the Committee will be circulated to the Board. The Committee shall produce and provide the Board with all reports or other information required to be prepared under Applicable Laws.

6. ACCESS TO INFORMATION AND AUTHORITY

The Committee will be granted unrestricted access to all information regarding the Company and all directors, officers and employees will be directed to cooperate as requested by Members. The Committee has the authority to retain, at the Company's expense, independent legal, financial and other advisors, consultants and experts, to assist the Committee in fulfilling its duties and responsibilities. The Committee also has the authority to communicate directly with external and, if applicable, internal auditors of the Company.

7. REVIEW OF MANDATE

The Committee will annually review and assess the adequacy of this Charter and recommend any proposed changes to the Board for consideration.



NOMINATION AND GOVERNANCE COMMITTEE CHARTER

Effective as of January 29, 2021

BRAGG GAMING GROUP INC.

NOMINATION AND GOVERNANCE COMMITTEE CHARTER

1. PURPOSE

The Nomination and Governance Committee (the "**Committee**") is a standing committee of the Board of Directors (the "**Board**") of Bragg Gaming Group Inc. (the "**Company**"). Its purpose is to carry out the responsibilities delegated by the Board relating to the Company's director nominations process and procedures and to assist the Company in fulfilling its corporate governance responsibilities under applicable laws and regulations and to promote a culture of integrity throughout the Company as described in this charter ("**Charter**").

2. MEMBERSHIP

- (a) The Committee shall consist of at least three directors nominated by the Board, the majority of whom shall be "independent" in accordance with National Policy 58-201 - Corporate Governance Guidelines.
- (b) The members of the Committee shall be appointed by the Board. The members of the Committee shall be appointed for one-year terms or such other terms as the Board may determine and shall serve until a successor is duly appointed by the Board or until the member's earlier death, resignation, disqualification or removal. The Board may remove any member from the Committee at any time with or without cause. The Board shall fill Committee member vacancies by appointing a member of the Board. If a vacancy on the Committee exists, the remaining members shall exercise all of the Committee's powers so long as a quorum exists.
- (c) A quorum for decisions of the Committee shall be a majority of Committee members.
- (d) The Board shall appoint a chair of the Committee (the "**Chair**") from the Committee members. Subject to Section 2(a), the Board shall determine the Chair's term of office.

3. DUTIES AND RESPONSIBILITIES

The Committee shall determine and establish sound corporate governance practices to ensure that the internal and commercial business of the Company is managed with financial and operational integrity, increasing value to shareholders. The Committee is responsible for establishing corporate governance practices which are in line with corporate governance rules and guidelines in effect from time to time by relevant authorities.

The Committee shall determine the qualifications, qualities, skills and other expertise required to be a director of the Company; and develop, and recommend to the Board for its approval, criteria to be considered in selecting nominees for director (the "**Director Criteria**"). In developing Director Criteria the Committee should consider:

- (a) the competencies and skills that the Board as a whole should possess;
- (b) the competencies and skills that each existing director possesses;

- (c) the personality and other qualities of each director and how these affect boardroom dynamics; and
- (d) the appropriate size of the Board for facilitating effective decision making.

The Committee shall identify and screen individuals qualified to become members of the Board, and make recommendations to the Board. In making its recommendations for nominees, the Committee should consider:

- (a) the competencies and skills that the Board as a whole should possess;
- (b) the competencies and skills of each existing director;
- (c) the competencies and skills of each new nominee;
- (d) whether the new nominee can devote sufficient time and resources to his or her duties as a director; and
- (e) the diversity of the board composition.

The Committee shall consider any director candidates recommended by the Company's shareholders under the procedures set forth in the *Canada Business Corporations Act*, the Company's by-laws, and described in the Company's management information circular. The Committee is not required to identify or screen individuals nominated by a shareholder or third party with a legal or contractual right to nominate a director of the Company.

The Committee shall review any director resignation letter tendered and evaluate and recommend to the Board whether such resignation should be accepted.

The Committee shall report to the Board on the activities of the Committee, including any decisions and action taken by the Committee.

The Committee shall perform any other activities as are consistent with this Charter, the Company's by-laws, applicable legislation, guidelines and practices as the Committee or the Board deems necessary or appropriate for the fulfilment of the Committee's duties and responsibilities.

4. OUTSIDE ADVISORS

The Committee shall have the authority, in its sole discretion, to select, retain and obtain the advice of a director search firm as necessary to assist with the execution of its duties and responsibilities as set forth in this Charter. The Committee shall set the compensation and oversee the work of the director search firm.

The Committee shall have the authority, in its sole discretion, to retain and obtain the advice and assistance of outside counsel, an executive search firm and such other advisors as it deems necessary to fulfill its duties and responsibilities under this Charter. The Committee shall set the compensation and oversee the work of its outside counsel, the executive search firm and any other advisors.

The Committee shall receive appropriate funding from the Company, as determined by the Committee in its capacity as a committee of the Board, for the payment of compensation to its search consultants, outside counsel and any other advisors.

The search consultant(s), outside counsel and any other advisors retained by, or providing advice to, the Committee (other than the Company's in-house counsel) shall be independent as determined in the discretion of the Committee after considering the following factors:

- (a) provision of other services to the Company by the person that employs the consultant, counsel or other advisor;
- (b) the amount of fees paid by the Company to the person that employs the consultant, counsel or other advisor, as a percentage of that person's total revenue;
- (c) policies and procedures of the person that employs the consultant, counsel or other advisor that are designed to prevent conflicts of interest;
- (d) any business or personal relationship between the consultant, counsel or other advisor and any member of the Committee;
- (e) ownership by the consultant, counsel or other advisor of the Company's shares; and
- (f) any business or personal relationship between the consultant, counsel or other advisor, or the person employing the advisor, and any executive officer of the Company.

The Committee shall evaluate whether any search firm retained or to be retained by it has any conflict of interest. The Committee must pre-approve any services to be provided to the Company, its affiliates or its directors or management by a search consultant that has been retained by the Committee.

5. STRUCTURE AND OPERATIONS

- (a) The Committee shall meet at least annually and at such times and places as it deems necessary to fulfill its responsibilities. The Committee shall report regularly to the Board regarding its actions and make recommendations to the Board as appropriate. The Committee is governed by the same rules regarding meetings (including meetings in person or by telephone or other similar communications equipment), resolutions in writing in lieu of a meeting, notice, waiver of notice and voting requirements as are applicable to the Board.
- (b) A meeting of the Committee may be convened by the Board or any member of the Committee who requests a meeting. Notice of every meeting shall be given to each member of the Committee.
- (c) The Committee may invite such directors, officers and employees of the Company to its meetings as it deems appropriate to assist the Committee with the fulfillment of its duties and responsibilities. However, the Committee shall meet regularly without such members present.
- (d) At each meeting, the Committee may appoint an individual to act as secretary for the meeting (the "**Secretary**"). The Secretary shall circulate the minutes of meetings of the Committee to members of the Committee.
- (e) The Committee shall approve and retain minutes of all Committee meetings. The powers of the Committee may be exercised by written resolution signed by all of the members of the Committee.

- (f) The Committee shall review this Charter at least annually and recommend any proposed changes to the Board for approval.

6. DELEGATION OF AUTHORITY

The Committee shall have the authority to delegate any of its responsibilities, along with the authority to take action in relation to such responsibilities, to one or more subcommittees as the Committee may deem appropriate in its sole discretion.

7. PERFORMANCE EVALUATION

The Committee shall conduct an annual evaluation of the performance of its duties under this Charter and shall present the results of the evaluation to the Board. The Committee shall conduct this evaluation in such manner as it deems appropriate.

8. NO RIGHTS CREATED

This Charter is a broad policy statement and is intended to be part of the Committee's flexible governance framework. While the Charter should comply with all applicable laws, regulations and listing requirements and the Company's articles and by-laws, this Charter does not create any legally binding obligations on the Committee, the Board or the Company.



COMPENSATION COMMITTEE CHARTER

Effective as of January 29, 2021

BRAGG GAMING GROUP INC.

COMPENSATION COMMITTEE CHARTER

1. PURPOSE

The Compensation Committee (the "**Committee**") is a standing committee of the Board of Directors (the "**Board**") of Bragg Gaming Group Inc. (the "**Company**"). Its purpose is to carry out the responsibilities delegated by the Board relating to the review and determination of executive compensation of the Company as described in this charter ("**Charter**").

2. MEMBERSHIP

- (a) The Committee shall consist of at least three directors nominated by the Board, the majority of whom shall be "independent" in accordance with National Policy 58-201 - Corporate Governance Guidelines.
- (b) The members of the Committee shall be appointed for one-year terms or such other terms as the Board may determine and shall serve until a successor is duly appointed by the Board or until the member's earlier death, resignation, disqualification or removal. The Board may remove any member from the Committee at any time. The Board shall fill Committee member vacancies by appointing a member from the Board. If a vacancy on the Committee exists, the remaining members shall exercise all of the Committee's powers so long as a quorum exists.
- (c) A quorum for decisions of the Committee shall at least two members of the Committee members.
- (d) The Board shall appoint a chair of the Committee (the "**Chair**") from the Committee members. Subject to Section 2.1, the Board shall determine the Chair's term of office.

3. DUTIES AND RESPONSIBILITIES

- (a) The Committee shall review and approve annually the corporate goals and objectives applicable to the compensation of the chief executive officer (the "**CEO**"); evaluate at least annually the CEO's performance in light of those goals and objectives; and determine and approve/make recommendations to the Board with respect to the CEO's compensation level based on this evaluation.
- (b) The Committee shall make recommendations to the Board regarding the compensation of all other executive officers and the directors.
- (c) The Committee shall review and make recommendations to the Board regarding incentive compensation plans and equity-based plans; and where appropriate or required, recommend for approval by the shareholders of the Company, which includes the ability to adopt, amend and terminate such plans. The Committee shall also have the authority to administer the Company's incentive compensation plans and equity-based plans, including designation of the employees to whom the awards are to be granted, the amount of the award or equity to be granted and the terms and conditions applicable to each award or grant, subject to the provisions of each plan.

- (d) The Committee shall review and discuss with management the Company's executive compensation disclosure to be included in the Company's management information circular and any other disclosure with respect to executive compensation to be included in any other public disclosure documents of the Company.
- (e) The Committee shall review and make recommendations to the Board regarding any severance arrangements or plans, including any benefits to be provided in connection with a change in control, for the CEO and other executive officers, which includes the ability to adopt, amend and terminate such agreements, arrangements or plans.
- (f) The Committee shall review the Company's incentive compensation policies and practices to determine whether they involve risks that are reasonably likely to have a material adverse effect on the Company; review and discuss at least annually the relationship between risk management policies and practices and compensation; and evaluate compensation policies and practices that could mitigate any such risk.
- (g) The Committee shall report to the Board on the activities of the Committee, including any decisions and action taken by the Committee.
- (h) The Committee shall perform any other activities as are consistent with this Charter, the Company's by-laws, applicable legislation, guidelines and practices as the Committee or the Board deems necessary or appropriate for the fulfilment of the Committee's duties and responsibilities.

4. OUTSIDE ADVISORS

The Committee shall have the authority, in its sole discretion, to select, retain and obtain the advice of a compensation consultant as necessary to assist with the execution of its duties and responsibilities as set forth in this Charter. The Committee shall set the compensation, and oversee the work, of the compensation consultant.

The Committee shall have the authority, in its sole discretion, to retain and obtain the advice and assistance of outside legal counsel and such other advisors as it deems necessary to fulfill its duties and responsibilities under this Charter. The Committee shall set the compensation, and oversee the work, of its outside legal counsel and other advisors.

The Committee shall receive appropriate funding from the Company, as determined by the Committee in its capacity as a committee of the Board, for the payment of compensation to its compensation consultants, outside legal counsel and any other advisors.

The compensation consultant(s), outside counsel and any other advisors retained by, or providing advice to, the Committee (other than the Company's in-house counsel) shall be independent as determined in the discretion of the Committee after considering the following factors:

- (a) provision of other services to the Company by the person that employs the consultant, counsel or other advisor;
- (b) the amount of fees paid by the Company to the person that employs the consultant, counsel or other advisor, as a percentage of that person's total revenue;

- (c) policies and procedures of the person that employs the consultant, counsel or other advisor that are designed to prevent conflicts of interest;
- (d) any business or personal relationship between the consultant, counsel or other advisor and any member of the Committee;
- (e) ownership by the consultant, counsel or other advisor of the Company's shares; and
- (f) any business or personal relationship between the consultant, counsel or other advisor, or the person employing the advisor, and any executive officer of the Company.

The Committee shall evaluate whether any compensation consultant retained or to be retained by it has any conflict of interest. The Committee must pre-approve any services to be provided to the Company, its affiliates or its directors or management by a compensation consultant that has been retained by the Committee.

5. STRUCTURE AND OPERATIONS

- (a) The Committee shall meet at least annually at such times and places as it deems necessary to fulfill its responsibilities. The Committee shall report regularly to the Board regarding its actions and make recommendations to the Board as appropriate. The Committee is governed by the same rules regarding meetings (including meetings in person or by telephone or other similar communications equipment), resolutions in writing in lieu of a meeting, notice, waiver of notice and voting requirements as are applicable to the Board.
- (b) A meeting of the Committee may be convened by the Board or any member of the Committee who requests a meeting. Notice of every meeting shall be given to each member of the Committee.
- (c) The Committee may invite such directors, officers and employees of the Company to its meetings as it deems appropriate to assist the Committee with the fulfillment of its duties and responsibilities. However, the Committee shall meet regularly without such members present, and in all cases the CEO and any other such officers shall not be present at meetings at which their compensation or performance is discussed or determined.
- (d) At each meeting, the Committee may appoint an individual to act as secretary for the meeting (the "**Secretary**"). The Secretary shall circulate the minutes of meetings of the Committee to members of the Committee.
- (e) The Committee shall approve and retain minutes of all Committee meetings. The powers of the Committee may be exercised by written resolution signed by all of the members of the Committee.
- (f) The Committee shall review this Charter at least annually and recommend any proposed changes to the Board for approval.

6. DELEGATION OF AUTHORITY

The Committee shall have the authority to delegate any of its responsibilities, along with the authority to take action in relation to such responsibilities, to one or more subcommittees as the Committee may deem appropriate in its sole discretion.

7. PERFORMANCE EVALUATION

The Committee shall conduct an annual evaluation of the performance of its duties under this Charter and shall present the results of the evaluation to the Board. The Committee shall conduct this evaluation in such manner as it deems appropriate.

8. NO RIGHTS CREATED

This Charter is a broad policy statement and is intended to be part of the Committee's flexible governance framework. While the Charter should comply with all applicable laws, regulations and listing requirements and the Company's articles and by-laws, this Charter does not create any legally binding obligations on the Committee, the Board or the Company.



CODE OF BUSINESS CONDUCT AND ETHICS

Effective as of January 29, 2021

BRAGG GAMING GROUP INC.

CODE OF BUSINESS CONDUCT AND ETHICS

1. INTRODUCTION

Bragg Gaming Group Inc., a corporation organized under the laws of Canada, together with its subsidiaries, operating divisions and affiliates (collectively, the "**Company**"), endeavors to maintain the highest standard of honest and ethical conduct in all its activities.

The board of directors (the "**Board**") of the Company directly, and through its committees, has adopted this Code of Conduct and Ethics (the "**Code**") so that every officer, director and employee may always have available a clear statement of the Company's general policies and principles concerning business conduct and ethics. The Company also expect its consultants to generally abide by this Code.

Each director, officer and employee must act with integrity and observe the highest ethical standards of business conduct in his or her dealings with the Company's security holders, customers, suppliers, partners, service providers, competitors, employees and anyone else with whom he or she has contact in the course of performing his or her job. While the Code does not, and cannot, deal with every situation that may arise, the principles outlined in the Code should be seen as providing a baseline for honest and ethical decision-making. The Company shall ensure that each director, officer and employee is provided with a copy of the Code and signs an acknowledgment of receipt and review.

The Board expects the Company's officers, directors and employees to act honestly and ethically at all times, to be familiar with the provisions of this Code and to adhere to the principles and procedures set forth in this Code. Failure to comply with this Code may be cause for disciplinary action, up to and including dismissal.

2. PURPOSE

The Board has adopted this Code in order to:

- (a) promote integrity and honest and ethical conduct, including the ethical handling of actual or apparent conflicts of interest;
- (b) promote full, fair, accurate, timely and understandable disclosure in reports and documents that the Company files with, or submits to securities regulators and in other public communications made by the Company;
- (c) promote compliance with applicable governmental laws, rules and regulations;
- (d) promote the protection of Company assets, including corporate opportunities and confidential information;
- (e) promote fair dealing practices;
- (f) deter wrongdoing; and
- (g) ensure accountability for adherence to the Code.

3. CONFLICTS OF INTEREST

- (a) Conflicts of interest should be avoided unless specifically authorized. A conflict of interest occurs when an individual's private interest (or the interest of a member of his or her family) interferes, or appears to interfere, with the interests of the Company as a whole. A conflict of interest can arise when an employee, officer or director (or a member of his or her family):
 - (i) takes actions or has interests that may make it difficult to perform his or her work for the Company objectively and effectively;
 - (ii) receives improper personal benefits as a result of his or her position in the Company; or
 - (iii) has a material interest in an agreement or transaction involving the Company.
- (b) Loans by the Company to, or guarantees by the Company of obligations of, any director or officer or their family members are expressly prohibited.
- (c) Whether or not a conflict of interest exists or will exist can be unclear. Conflicts of interest should be avoided unless specifically authorized as described in Section 2.4 below.
- (d) Persons other than directors and executive officers who have questions about a potential conflict of interest or who become aware of an actual or potential conflict should discuss the matter with, and seek a determination and prior authorization or approval from their supervisor. A supervisor may not authorize or approve conflict of interest matters or make determinations as to whether a problematic conflict of interest exists without first providing the Chief Strategy Officer with a written description of the activity and seeking the Chief Strategy Officer's written approval. If the supervisor is involved in the potential or actual conflict, the matter should instead be discussed directly with the Chief Strategy Officer.
- (e) Directors and executive officers must seek determinations and prior authorizations or approvals of potential conflicts of interest exclusively from the Audit Committee.

4. COMPLIANCE

- (a) The Company and its employees, officers and directors should comply, both in letter and spirit, with all applicable laws, rules and regulations in the jurisdictions in which the Company operates.
- (b) Although not all employees, officers and directors are expected to know the details of all applicable laws, rules and regulations, it is important to know enough to determine when to seek advice from appropriate personnel. Questions about compliance should be addressed to the Chief Strategy Officer.
- (c) No director, officer or employee may purchase or sell any Company securities while in possession of material non-public information regarding the Company, nor may any director, officer or employee purchase or sell another company's securities while in possession of material non-public information regarding that company. It is against Company policies and illegal for any director, officer or employee to use material non-public information regarding the Company or any other company to:

- (i) obtain profit for himself or herself; or
- (ii) directly or indirectly "tip" others who might make an investment decision on the basis of that information.

5. DISCLOSURE

- (a) The Company's periodic reports and other public documents, including all financial statements and other financial information, must comply with applicable securities laws and stock exchange rules.
- (b) Each director, officer and employee who contributes in any way to the preparation or verification of the Company's financial statements and other financial information must ensure that the Company's books, records and accounts are accurately maintained. Each director, officer and employee must cooperate fully with the Company's accounting and internal audit departments, as well as the Company's independent public accountants and counsel.
- (c) Each director, officer and employee who is involved in the Company's disclosure process must:
 - (i) be familiar with and comply with the Company's disclosure controls and procedures and its internal control over financial reporting; and
 - (ii) take all necessary steps to ensure that all filings with the securities regulators and all other public communications about the financial and business condition of the Company provide full, fair, accurate, timely and understandable disclosure.

6. PROTECTION AND PROPER USE OF COMPANY ASSETS

- (a) All directors, officers and employees should protect the Company's assets and ensure their efficient use. Theft, carelessness and waste have a direct impact on the Company's profitability and are prohibited.
- (b) All Company assets should be used only for legitimate business purposes[, though incidental personal use [is/may be] permitted]. Any suspected incident of fraud or theft should be reported for investigation immediately.
- (c) The obligation to protect Company assets includes the Company's proprietary information. Proprietary information includes intellectual property such as [trade secrets, patents, trademarks, and copyrights, as well as business and marketing plans, engineering and manufacturing ideas, designs, databases, records and any non-public financial data or reports]. Unauthorized use or distribution of this information is prohibited and could also be illegal and result in civil or criminal penalties.
- (d) All transactions undertaken on behalf of the Company must be authorized in accordance with Company policies and must be documented accurately. Directors, officers and employees responsible for record-keeping and accounting must ensure that the Company's books and records are accurate, timely and fair in their description of the assets of the Company.

7. CORPORATE OPPORTUNITIES

All directors, officers and employees owe a duty to the Company to advance its interests when the opportunity arises. Directors, officers and employees are prohibited from taking for themselves personally (or for the benefit of friends or family members) opportunities that are discovered through the use of Company assets, property, information or position. Directors, officers and employees may not use Company assets, property, information or position for personal gain (including gain of friends or family members). In addition, no director, officer or employee may compete with the Company.

8. CONFIDENTIALITY

Directors, officers and employees should maintain the confidentiality of information entrusted to them by the Company or by its customers, suppliers or partners, except when disclosure is expressly authorized or legally required. Confidential information includes all non-public information (regardless of its source) that might be of use to the Company's competitors or harmful to the Company or its customers, suppliers or partners if disclosed. The obligation to maintain the confidentiality of information remains even after the director, officer or employee ceases to be employed or hold office with the Company.

9. FAIR DEALING

Each director, officer and employee must deal fairly with the Company's security holders, customers, suppliers, competitors, employees and anyone else with whom he or she has contact in the course of performing his or her job. No director, officer or employee may take unfair advantage of anyone through manipulation, concealment, abuse or privileged information, misrepresentation of facts or any other unfair dealing practice.

10. HUMAN RIGHTS IN THE WORKPLACE

The Company is committed to providing a workplace free of harassment, violence and discrimination. Directors, officers and employees are expected to foster a respectful work environment that adheres to the requirements of applicable human rights law and related workplace legislation. The Company will not tolerate acts of discrimination based on age, ancestry, colour, race, citizenship, ethnic origin, creed, disability, family status, marital status, gender, sex, sexual orientation or any other ground of discrimination prohibited by law.

11. REPORTING AND ENFORCEMENT

11.1 Reporting and Investigation of Violations

- (a) Actions prohibited by this code involving directors or executive officers must be reported to the Audit Committee.
- (b) Actions prohibited by this code involving any other person must be reported to the reporting person's supervisor or the Chief Strategy Officer.
- (c) After receiving a report of an alleged prohibited action, the Audit Committee, the relevant supervisor, or the Chief Strategy Officer must promptly take all appropriate actions necessary to investigate.

- (d) All directors, officers and employees are expected to cooperate in any internal investigation of misconduct.

11.2 Enforcement

- (a) The Company must ensure prompt and consistent action against violations of this Code.
- (b) If, after investigating a report of an alleged prohibited action by a director or executive officer, the Audit Committee determines that a violation of this Code has occurred, the Audit Committee will report such determination to the Board.
- (c) If, after investigating a report of an alleged prohibited action by any other person, the relevant supervisor or the Chief Strategy Officer determines that a violation of this Code has occurred, the supervisor or the Chief Strategy Officer will report such determination to the Chief Executive Officer.
- (d) Upon receipt of a determination that there has been a violation of this Code, the Board or the Chief Executive Officer will take such preventative or disciplinary action as it deems appropriate, including, but not limited to, reassignment, demotion, dismissal and, in the event of criminal conduct or other serious violations of the law, notification of appropriate governmental authorities.

11.3 Waivers and Disclosure

- (a) Each of the Audit Committee (in the case of a violation by a director or executive officer) and the Chief Executive Officer (in the case of a violation by any other person) may, in its discretion, waive any violation of this Code.
- (b) Any waiver of this Code for or violation of this Code by a director or an executive officer shall be disclosed as required by securities laws.

Prohibition on Retaliation. The Company does not tolerate acts of retaliation, including demotion, discharge, discipline, discrimination, harassment, suspension or threats, against any director, officer or employee who makes a good faith report of known or suspected acts of misconduct or other violations of this Code.

12. ADMINISTRATION

- (a) The Board may, from time to time, amend the Code.
- (b) The Board is responsible for the administration of this Code. If employees, directors or officers have any questions about the Code generally or any questions about reporting a suspected conflict of interest or other violation of the Code, they may contact the Chief Strategy Officer.



INSIDER TRADING POLICY

Effective as of January 29, 2021

BRAGG GAMING GROUP INC.

INSIDER TRADING POLICY

1. PURPOSE

The rules and procedures outlined below in this Insider Trading Policy (the "**Policy**") have been formulated by the senior management of Bragg Gaming Group Inc. (the "**Company**") and approved by the Board of Directors (the "**Board**") in order to prevent improper insider trading and the improper communication of undisclosed material information regarding the Company and to ensure that the directors, officers and employees of the Company and persons or companies related to or controlled by them act, and are perceived to act, in accordance with applicable laws and the highest standards of ethical and professional behaviour.

- (a) The trading of securities is governed by extensive and complex securities legislation, the fundamental premise of which is that everyone investing in securities should have equal access to information that may affect their investment decisions.
- (b) The purpose of this Insider Trading Policy is to ensure that the directors, officers and other employees of the Company do not trade in securities of Company while in possession of material information affecting the business or affairs of the Company that has not been generally disclosed to the public which would, itself, undermine the principle purpose of securities legislation relating to insider trading (within the meaning set forth below).
- (c) This Policy is intended not only to ensure that the directors, officers and other employees of the Company act, but also that they are perceived to act, in accordance with applicable laws and high standards of ethical and professional behaviour in order to protect the reputation of the Company.
- (d) This Policy applies to all directors, officers, employees, independent contractors, and consultants of the Company and its subsidiaries. In addition, certain sections of the Policy also apply to the related persons of directors, officers and employees ("**Related Persons**") which include an individual's spouse, minor children and anyone else living in the individual's household and any legal entities controlled by the individual.

2. PROHIBITED TRADING

2.1 Trading While In Possession of Undisclosed Material Information

Securities legislation prohibits a reporting issuer and any person in a "**special relationship**" with a reporting issuer (which includes, but is not limited to, directors, officers, employees, independent contractors, or consultants) from trading in securities of the reporting issuer (including the granting of stock options) with knowledge of a "**material fact**" or a "**material change**" (collectively "**material information**") about the reporting issuer that has not been generally disclosed (known as "**insider trading**"). The definitions of "material fact" and "material change" are based on a market impact test in that the fact or change would (or would reasonably be expected to) significantly affect the market price or value of a security. Examples of potentially material information include:

- (a) changes in the ownership of securities that may affect control of the reporting issuer;

- (b) changes in the corporate structure of the reporting issuer, such as reorganizations or amalgamations;
- (c) take-over bids or issuer bids;
- (d) major acquisitions or dispositions;
- (e) changes in capital structure;
- (f) significant borrowings;
- (g) public or private sales of additional securities;
- (h) developments affecting the resources of the reporting issuer, including exploration discoveries;
- (i) entering into or the loss of significant contracts;
- (j) a material increase or decrease in near term earnings prospects;
- (k) changes in capital investment plans or objectives;
- (l) significant changes in management;
- (m) material litigation; and
- (n) events of default under financing or other agreements.

The prohibition on trading applies not only to trading in the securities of the reporting issuer but also to trading in the securities of another reporting issuer if the person wishing to trade possesses undisclosed material information about that reporting issuer (for example, a reporting issuer that the other reporting issuer is doing business with).

Securities laws also prohibit "tipping", defined as communicating non-public material information, other than in the necessary course of business, to another person. All directors, officers and other employees of the Company must ensure that they do not divulge such non-public information to any unauthorized person, whether or not such person may trade on the information.

In order to prevent insider trading violations or any appearance of impropriety, the following considerations must be made:

- (a) All those with access to undisclosed material information are prohibited from using such information in trading in the Company's securities until the information has been fully disclosed and a reasonable period of time has passed for the information to be disseminated.
- (b) In general, the Company has stipulated that a minimum of one clear trading day be allowed after the release of all such disclosures, including after the release of financial statements as well as certain blackout periods noted below.
- (c) This prohibition applies not only to trading in the Company's securities, but also to trading in other securities whose value may be affected by changes in the price of the

Company's securities (including contracts for differences, fixed odd bets, financial instruments designed to hedge or offset a decrease in market value of equity securities and other financial products).

- (d) Insider trading is strictly regulated by the corporate and securities laws in Canada and the Toronto Stock Exchange. The penalties and civil liability that may be incurred if the insider trading laws are violated are substantial. The penalties include possible imprisonment for a term up to five years and fines of up to \$5,000,000

A security of the Company will include common shares, preferred shares, debt securities, convertible securities, warrants, options, equity-based compensation awards or any other securities that obligate the Company to issue or sell any securities of the Company or give any person the right to subscribe for or acquire securities of the Company. A security of the Company will also include:

- (a) A put, call option or other right or obligation to purchase or sell securities of the Company.
- (b) A security, the market price of which varies materially with the market price of the securities of the Company.
- (c) A related derivative.

Unless it is clear that the proposed transaction will not contravene applicable insider trading restrictions and unless it is clear that there is no undisclosed material information concerning the Company, permission to complete the transaction will be denied. The policy of the Company to err on the side of caution in granting or denying trading permission is in recognition of the fact that trades that create notoriety, but ultimately are found to be proper, nonetheless tarnish the reputation and goodwill of the Company, especially among its shareholders and the analysts who follow the Company.

2.2 Scheduled Blackout Periods

No trades or other transactions in securities of the Company (including the exercise of stock options or transactions involving other forms of equity-based compensation) shall be carried out by directors and officers of the Company or any of its subsidiaries or any Related Person of such director or officer, and any other employee, independent contractor, or consultant of the Company who receive notice from the Company's Chief Financial Officer that they are designated blacked-out employees in respect of a given period during: (a) in the case of interim period financial results, the period of time beginning ten business days before the end of each fiscal quarter until the second business day after the financial results have been disclosed by the Company by way of a news release, and (b) in the case of annual financial results, the period of time beginning one calendar month after the end of the annual period until the second business day after the financial results have been disclosed by the Company by way of a news release.

The prohibition against trades or other transactions in securities of the Company do not apply to any automatic trading plan involving an arrangement between a director or officer (or any Related Person) and the director or officer's broker which involves the purchase or sale of securities of the company from the holdings of such director or officer (or any Related Person) holdings in accordance with a set of pre-arranged instructions, provided that such arrangement was not entered into during a blackout period.

The Board will not approve the grant of stock options or other forms of equity based compensation awards during the period of any blackout period.

2.3 Unscheduled Blackout Periods

Additional blackout periods, due to material developments which may arise, as specified by the Chief Executive Officer or the Chief Financial Officer may be imposed from time to time. All directors, officers, employees, independent contractors, and consultants of the Company or any of its subsidiaries or any Related Person with knowledge of such material developments will be covered by the blackout.

3. TRADING PROCEDURES

In order to prevent violations of applicable securities legislation and to avoid any perception of impropriety, prior notice of the intention to carry out a purchase or sale of securities of the Company or the exercise of any stock option by a director or officer must be provided to one of the Chief Executive Officer or the Chief Financial Officer and no trade shall be carried out without the prior approval of one of them. Any approval granted for any proposed trade will be valid for a period of seven days, unless revoked prior to that time. No trade may be carried out after the expiry of seven days following the receipt of approval unless such approval is renewed.

4. PUBLIC REPORTING REQUIREMENTS

Directors and certain officers are required to electronically file insider reports through the System for Electronic Disclosure by Insiders ("**SEDI**"). Such reports are due within five days of becoming an insider disclosing such person's beneficial ownership of, or control or direction over, securities of the Company and within five days of the date on which a change in such ownership, or control or direction, occurs. A trade includes the grant of options or the exercise thereof as well as a change in the nature of the ownership, or control or direction over, securities (e.g. a disposition to a company controlled by the insider or a determination that the securities are held in trust for another person). Failure to file a report on time will result in late fees being levied on the insider and may cause future regulatory filings by the Company to be reviewed or cleared on an untimely basis by securities regulators, thereby potentially impairing its access to capital markets.

5. QUESTIONS & ENFORCEMENT

- (a) This Policy presents only a general framework of the restrictions imposed by securities legislation. The directors, officers and other employees of the Company bear the ultimate responsibility for complying with securities legislation and should therefore view this Policy as the minimum criteria for compliance with such securities legislation and should obtain additional guidance when uncertainty exists regarding a contemplated transaction.
- (b) Failure to comply with this Policy or the procedures set out herein may result in disciplinary action, which may include termination of employment. Canadian securities legislation provides that a breach of the prohibition against trading in securities with knowledge of undisclosed material information or providing undisclosed material information to others, in addition to civil liability for damages, may result in imprisonment for up to five years less a day and/or a fine of up to the greater of (i) \$5 million, and (ii) an amount equal to three times the profit obtained or loss avoided by reason of the contravention. Penalties may also be levied by Canadian securities regulatory authorities for not complying with the requirement to file insider reports.
- (c) Any questions concerning this Policy should be directed to the Chief Executive Officer or the Chief Financial Officer the Company.



DISCLOSURE POLICY

Effective as of January 29, 2021

BRAGG GAMING GROUP INC.

DISCLOSURE POLICY

1. PURPOSE

Bragg Gaming Group Inc., a corporation organized under the laws of Canada, together with its subsidiaries, operating divisions and affiliates (collectively, the "**Company**"), endeavors to promote consistent disclosure practices by the Company in connection with the timely disclosure of material information about the Company to the market.

The board of directors (the "**Board**") of the Company directly, and through its committees, has adopted this Disclosure Policy (the "**Policy**") to describe, in general terms, the processes and procedures of the Company in connection with the timely disclosure of material information by the Company and the Company's communications with external parties, including shareholders, the media and members of the investment community.

This Policy applies to all directors, officers, spokespersons and employees of the Company and its subsidiaries and covers all methods used by the Company to communicate to its shareholders, the media and members of the investment community, including:

- (a) Press releases.
- (b) Written statements made in annual and quarterly reports.
- (c) Communications to shareholders.
- (d) Documents filed with the securities regulatory authorities.
- (e) Communications made during investor conferences.
- (f) Speeches made by senior management.
- (g) Oral statements made in the course of meetings or calls with securities markets professionals, shareholders, media or other external audiences.
- (h) Websites and social media communications (including through corporate blogs, chat boards, Twitter, Facebook, LinkedIn, YouTube and other non-traditional means of communication).

The Board is responsible for the administration and implementation of this Policy. Additions or changes to this Policy will be implemented promptly when mandated by regulatory changes or developments and the Policy will be reviewed periodically by the Board for the purpose of evaluating its effectiveness and updating disclosure practices and procedure.

2. MATERIAL INFORMATION

Securities laws and the policies of the securities regulatory authorities and stock exchanges in Canada require public companies to immediately issue a news release to disclose material information.

Material information includes material facts and material changes (as such terms are defined under applicable securities laws) and is any information relating to the business and affairs of the Company that results or would reasonably be expected to result in a significant change in the market price or value of the Company's securities.

The following is a non-exhaustive list of examples of the types of events or information that may be material:

- (a) Changes in corporate structure:
 - (i) changes in share ownership that may affect control of the Company;
 - (ii) major reorganizations, amalgamations or mergers;
 - (iii) take-over bids, issuer bids or insider bids.
- (b) Changes in capital structure:
 - (i) the public or private sale of additional securities;
 - (ii) planned repurchases or redemptions of securities;
 - (iii) any share consolidation, share split, share exchange or stock dividend;
 - (iv) changes in the Company's dividend payments or policies;
 - (v) the possible initiation of a proxy fight;
 - (vi) material modifications to rights of security holders.
- (c) Changes in financial results:
 - (i) a significant increase or decrease in near-term earnings prospects;
 - (ii) unexpected changes in the financial results for any periods;
 - (iii) shifts in financial circumstances, such as cash flow reductions, major asset write-offs or write-downs;
 - (iv) changes in the value or composition of the Company's assets;
 - (v) any material change in the Company's accounting policy.
- (d) Changes in business and operations:
 - (i) any development that materially affects the Company's resources, technology, products or markets;
 - (ii) a significant change in capital investment plans or corporate objectives;
 - (iii) major labour disputes or significant disputes with major contractors or suppliers;

- (iv) significant new contracts, products, patents, or services or significant losses of contracts or business;
 - (v) significant discoveries by resource companies;
 - (vi) changes to the board of directors or executive management, including the departure of the Company's CEO, CFO, COO or president (or persons in equivalent positions);
 - (vii) the commencement of, or developments in, material legal proceedings or regulatory matters;
 - (viii) waivers of corporate ethics and conduct rules for officers, directors and other key employees;
 - (ix) any notice that reliance on a prior audit is no longer permissible;
 - (x) de-listing of the Company's securities or their movement from one quotation system or exchange to another.
- (e) Acquisitions and dispositions:
- (i) significant acquisitions or dispositions of assets, property or joint venture interests;
 - (ii) acquisitions of other companies, including a take-over bid for, or merger with, another company.
- (f) Changes in credit arrangements:
- (i) the borrowing or lending of a significant amount of money;
 - (ii) any mortgaging or encumbering of the Company's assets;
 - (iii) defaults under debt obligations, agreements to restructure debt or planned enforcement procedures by a bank or any other creditors;
 - (iv) changes in rating agency decisions;
 - (v) significant new credit arrangements.

In assessing the materiality of information, the Company will consider the nature of the information itself, the potential impact on the market price of the Company's securities and prevailing market conditions. These factors will be reviewed and considered with other applicable factors on a case-by-case basis.

3. NEWS RELEASES CONTAINING MATERIAL INFORMATION

Material information will be publicly disclosed promptly by news release. The only exceptions will occur in restricted circumstances where applicable securities laws and stock exchange policies permit the maintenance of confidentiality and regulatory filings on a confidential basis.

Timing of releases and circumstances requiring pre-clearance of news releases with the Investment Industry Regulatory Organization of Canada (IIROC) (or the equivalent market regulator(s) for the stock exchange(s) upon which the Company's securities are listed) will be dealt with in accordance with the rules of the stock exchange(s) upon which the Company's securities are listed.

News releases containing material information must be approved by the Board or Chief Executive Officer, and will be disseminated through a news wire service that provides simultaneous dissemination to widespread news services, financial media, stock exchanges upon which the Company's shares are listed and to relevant regulatory bodies.

Following consultation with the Company's external legal counsel, material change reports will be prepared and filed when required in accordance with applicable securities laws and news releases containing material information will be filed on SEDAR.

4. NEWS RELEASES CONTAINING NON-MATERIAL INFORMATION

Although the Company is not required to disclose non-material information, it may in some circumstances be necessary or desirable to do so. In such circumstances, all news releases containing solely non-material information will be reviewed by the Company's Chief Strategy Officer.

The Corporate Secretary will co-ordinate all releases of dividend notices of the Company in accordance with the requirements of the relevant stock exchanges on which the Company's securities are listed.

5. AUTHORIZED SPOKESPERSONS

The Company designates a limited number of spokespersons responsible for communication with the media, investors and analysts. The spokespersons are the Chief Executive Officer and the Chief Strategy Officer. Individuals holding these offices may, from time to time, designate others within the Company to speak on behalf of the Company or respond to specific inquiries from the investment community or media.

Employees who are not authorized spokespersons must not respond under any circumstances to inquiries from the investment community, the media or others, unless specifically asked to do so by an authorized spokesperson. All such inquiries are to be referred to the official spokespersons.

6. RESPONDING TO MARKET RUMOURS

It is the Company's practice not to comment on market rumours or speculation. Should any stock exchange on which the Company's securities are listed (or the market regulator for such stock exchange) request that the Company make a definitive statement in response to a market rumour that may be causing significant volatility in the Company's listed securities, the Board will consider the matter and determine whether to make a statement regarding the rumour.

7. CONFERENCE CALLS

Conference calls may be held for quarterly and annual financial results or for material corporate developments. During these calls, Company spokespersons will discuss key aspects of the results or developments, as the case may be, and this discussion will be accessible simultaneously to all interested parties, some as participants by telephone and others in a listen-only mode by telephone or via a webcast.

over the Internet. Where practicable, the Board and Company spokespersons will meet to discuss appropriate answers to anticipated questions in advance of any such conference call.

At the beginning of the conference call, a Company spokesperson will notify all participants on the call that there may be discussion of forward-looking information on the call. The spokesperson will then provide appropriate cautionary language with respect to any such forward-looking information and direct participants to publicly available documents containing the assumptions, sensitivities and a full discussion of the risks and uncertainties that could affect such forward-looking statements.

The Company will provide advance notice of the conference call by issuing a news release, and posting on the Company's website, announcing the date and time and providing information allowing interested parties to access the call. In addition, the Company may invite members of the investment community, the media and others to participate. The Company may also utilize social media and e-mail to make such announcement, where appropriate.

The Board will hold a debriefing meeting immediately after the conference call and, if as a result of such meeting, the Board determines that there has been an inadvertent disclosure of previously undisclosed material information during the conference call, the Company will take appropriate remedial action which may include notification of the appropriate regulatory authority of the inadvertent error, the making of broad disclosure of the information or correction of the information through a news release or other filing with the securities regulatory authorities.

8. CONTACTS WITH ANALYSTS, INVESTORS AND THE MEDIA

Disclosure in individual or group meetings does not constitute adequate disclosure of information that is considered non-public material information. If the Company intends to announce material information at an analyst or shareholder meeting or a press conference or as part of a conference call, the announcement must be preceded by a newswire release containing such information disseminated in accordance with this Policy.

The Company recognizes that meetings with analysts and significant investors are an important element of the Company's investor relations program. Accordingly, authorized Company spokespersons may contact, respond to, meet with or address analysts, investors or journalists on an individual or small group basis from time to time. Material non-public information will not be disclosed at these meetings.

Spokespersons will keep notes of telephone conversations with analysts and investors and, where practicable, more than one Company representative will be present at all individual and group meetings. A debriefing will be held after such meetings and, if as a result of such debriefing, it is determined that there has been an inadvertent disclosure of previously undisclosed material information during the course of any such meeting, the Company will take appropriate remedial action which may include notification of the appropriate regulatory authority of the inadvertent error, the making of broad disclosure of the information or correction of the information through a news release or other filing with the securities regulatory authorities.

9. REVIEWING ANALYST REPORTS.

The Company will not comment on reports prepared by analysts other than for the purpose of pointing out factual errors based on available public information. In order to avoid appearing to endorse an analyst's report, the Company will provide its comments orally or will attach a disclaimer to written comments to

indicate that the analyst's report was reviewed only for factual accuracy based on available public information.

The Company will not post research reports by analysts on any Company website or include links to any investment firm's or analyst's websites or publications. The Company will not confirm, or attempt to influence, an analyst's opinions or conclusions and will not express comfort with the analyst's model or earnings estimate.

The Company may post on its website a complete list, regardless of the recommendation, of all the investment firms and analysts who are known to the Company to provide research coverage on the Company. If provided, such list will not include links to the analysts' or any other third-party websites or publications.

10. DISTRIBUTING ANALYST REPORTS

Analyst reports are proprietary products of the analyst's firm. Re-circulating a report by an analyst may be viewed as an endorsement by the Company of the report. For these reasons, the Company will not provide analyst reports through any means to persons outside of the Company or to employees of the Company, including posting such information on its website. The Company may post on its website a complete list, regardless of the recommendation, of all the investment firms and analysts who provide research coverage on the Company. If provided, such list will not include links to the analysts' or any other third-party websites or publications.

11. FORWARD-LOOKING INFORMATION

The Company may provide forward-looking information in appropriate circumstances to enable evaluation of the Company's operations and prospects for performance. Forward-looking information may include statements about future or anticipated growth, operating results and performance of the Company and business prospects and opportunities.

To the extent that forward-looking information is provided by the Company in a disclosure document, news release or statement by a spokesperson, it will be accompanied by, or reference will be made to, among other things:

- (a) Cautionary language to warn of the risk that material factors could cause actual results to differ materially from statements made in the forward-looking information.
- (b) A statement of material factors or assumptions that were applied in the preparation of the forward-looking information.

The Company will also disclaim any intention to update or revise the forward-looking information, whether as a result of new information, future events or otherwise, except as required by applicable securities laws.

12. QUIET PERIODS

In order to avoid the potential for selective disclosure or even the perception or appearance of selective disclosure, the Company will observe a quarterly quiet period, during which the Company will avoid discussing financial information and no comments with respect to the current quarter's operations or expected results will be provided to anyone, other than communications in response to inquiries concerning publicly available or non-material information. The quiet period commences on ten business days before

the end of each fiscal quarter and ends on the second business day after the issuance of a news release disclosing quarterly results.

13. COMPANY WEBSITE

The Company maintains an Internet website that includes information of interest to investors. News releases are posted to the corporate information section of the website after release through the newswire service. It is recognized that posting on the website alone is not sufficient dissemination in the case of material information.

Information available on the website includes annual reports, quarterly reports and management's discussion and analysis. Other documents of interest are posted upon availability, and materials related to presentations by senior officers are placed on the website contemporaneously with the events to which they relate.

All information posted to the Company's website will show the date such information was posted. The official spokesperson(s) shall be responsible for responses to electronic inquiries. Only public information or information which could otherwise be disclosed in accordance with this disclosure policy shall be utilized in responding to electronic inquiries.

14. USE OF SOCIAL NETWORKS

Use of social networks (including corporate blogs, employee blogs, chat boards, Facebook, LinkedIn, Twitter, YouTube and any other non-traditional means of communication) to disclose material, non-public information is considered selective disclosure and would violate this Policy.

In order to ensure that no material undisclosed information is inadvertently disclosed, employees are prohibited from participating in Internet chat rooms, bulletin boards or newsgroup discussions on matters pertaining to the Company's activities or its securities. Employees who encounter a discussion pertaining to the Company should advise a member of the Board as soon as possible.

15. PUBLIC PRESENTATIONS AND SPEECHES

Public presentations and speeches made by employees of the Company that contain references to the Company's corporate policies or financial and operating performance should be submitted to the Corporate Secretary for review before delivery.

16. SELECTIVE, INACCURATE OR INADVERTENT DISCLOSURE

If an employee believes that material non-public information was disclosed in violation of this Policy, or if a material error has been made in any public disclosure made by the Company, such person should notify a member of the Board immediately. If inadvertent disclosure or an error of disclosure occurs, the Company will take appropriate remedial action which may include notification of the appropriate regulatory authority of the inadvertent error, the making of broad disclosure of the information or correction of the information through a news release or other filing with the securities regulatory authorities.

17. DISCLOSURE RECORD

The Board will maintain a disclosure record consisting of a six-year file containing all public information about the Company, including continuous disclosure documents and press releases and transcripts or tape recordings of conference calls.

18. COMMUNICATION AND ENFORCEMENT

This Policy applies to all directors, officers, spokespersons and employees of the Company and its subsidiaries. New directors and relevant officers and employees who, given their position, are required to have knowledge of this Policy, will be provided with a copy and will be educated about its importance. At least annually, a reminder will be sent to all directors, officers and other relevant employees advising them of the Policy.



WHISTLEBLOWER POLICY

Effective as of November 15, 2023

BRAGG GAMING GROUP INC.

WHISTLEBLOWER POLICY

1. GENERAL

Bragg Gaming Group Inc. and each of its subsidiaries (collectively, the "**Company**") is committed to maintaining the highest standards of business conduct and ethics, as well as full compliance with all applicable government laws, rules and regulations, corporate reporting and disclosure, accounting practices, accounting controls, auditing practices and other matters relating to fraud against shareholders (collectively, "**Accounting Concerns**").

Pursuant to its charter, the Audit Committee (the "**Committee**") of the board of directors (the "**Board**") of the Company is responsible for ensuring that a confidential and anonymous process exists whereby persons can report any Accounting Concerns relating to the Company. In order to carry out its responsibilities under its charter, the Committee has adopted this Whistleblower Policy (the "**Policy**").

For the purposes of this Policy, "**Accounting Concerns**" is intended to be broad and comprehensive and to include any matter, which in the view of the complainant, is illegal, unethical, contrary to the policies of the Company or in some other manner not right or proper.

2. PURPOSE

The purpose of this policy is to establish procedures for:

- (a) the receipt, retention, and treatment of complaints received by the Company regarding accounting, internal accounting controls, auditing matters or violations to the Company's Code of Business Conduct and Ethics, Insider Trading Policy and any other Policy, charter or mandate of the Company, or applicable laws, rules and regulations; and
- (b) the submission by employees, consultants, contractors, directors or officers of the Company (each, a "**Protected Party**"), on a confidential and anonymous basis, of concerns regarding questionable accounting, auditing matters or violations to the Company's Code of Business Conduct and Ethics, any other policy, charter or mandate of the Company, or applicable laws, rules and regulations.

The purpose of this policy is also to state clearly and unequivocally that the Company prohibits discrimination, harassment and/or retaliation against any person who (i) reports complaints to the Audit Committee regarding accounting, internal controls, auditing matters or violations of the Code of Business Conduct and Ethics or (ii) provides information or otherwise assists in an investigation or proceeding regarding any conduct that he or she reasonably believes to be a violation of employment or labour laws; securities laws (including the rules or regulations of the Ontario Securities Commission, securities regulatory authorities in other provinces of Canada and the TSX Venture Exchange), laws regarding fraud or the commission or possible commission of a criminal offence. Everyone at the Company is responsible for ensuring that the workplace is free from all forms of discrimination, harassment and retaliation prohibited by this policy. No Protected Party has the authority to engage in any conduct prohibited by this policy.

This policy protects:

- (a) any Protected Party who legitimately and in good faith discloses an alleged violation of employment or labour laws, securities laws, laws regarding fraud or the Criminal Code of Canada or applicable criminal code in a local jurisdiction by any person with supervisory authority over the Protected Party, or any other person working for the Company who has the authority to investigate, discover or terminate conduct prohibited by this Policy;
- (b) any Protected Party who legitimately and in good faith files, causes to be filed, testifies, participates in, or otherwise assists in a proceeding filed under employment or labour laws, securities laws or laws regarding fraud;
- (c) any Protected Party who legitimately and in good faith provides information, causes information to be provided, or otherwise assists in an investigation, regarding any conduct that the Protected Party reasonably believes constitutes fraud when the information or assistance is provided to or the investigation is conducted by law enforcement, regulatory authorities, a legislature, or the Company; or
- (d) any Protected Party who in good faith submits any complaint to the Audit Committee regarding financial statements disclosures, accounting, internal accounting controls, auditing matters or violations to the Company's Code of Business Conduct and Ethics, any other policy, charter or mandate of the Company, applicable laws, rules and regulations, discrimination, harassment or retaliation in accordance with the procedures set out herein.

If a Protected Party legitimately and in good faith makes a complaint regarding any of the activities listed above, the Company will not discharge, demote, suspend, threaten, harass or otherwise discriminate or retaliate against him or her in the terms or conditions of employment or provision of services because of that activity. However, since such allegation of impropriety may result in serious personal repercussions for the target person or entity, the Protected Party making the allegation of impropriety should have reasonable and probable grounds before reporting such impropriety and should undertake such reporting in good faith, for the best interests of the Company and not for personal gain or motivation.

3. COMPLAINT PROCEDURES

- (a) Any Protected Party who legitimately and in good faith believes that he or she may have been the subject of prohibited discrimination, harassment and/or retaliation or is aware of any conduct that may be prohibited by this policy is strongly encouraged to report such belief to the Chair of the Audit Committee. Any Protected Party who receives such a complaint or witnesses any conduct that he or she legitimately and in good faith believes may be prohibited by this policy must immediately notify his or her supervisor and/or the Chair of the Audit Committee of the Company. Such concerns and/or complaints may be communicated anonymously if desired.
- (b) Upon receiving a complaint, the Audit Committee will promptly conduct a thorough investigation. The Audit Committee shall notify the Board of Directors and the Chief Executive Officer of such investigations. It is the obligation of all Protected Parties to cooperate in such investigation. Those responsible for the investigation will maintain the confidentiality of the allegations of the complaint and the identity of the persons involved, subject to the need to conduct a full and impartial investigation, remedy any violations of the Company's policies, or monitor compliance with or administer the Company's policies.

- (c) The investigation will generally include, but will not be limited to, discussion with the complainant (unless the complaint was submitted on an anonymous basis), the party against whom allegations have been made, and witnesses, as deemed appropriate.
- (d) In the event an investigation establishes that a person has engaged in conduct or actions constituting a violation of the Company's Code of Business Conduct and Ethics, any other policy, charter or mandate of the Company, applicable laws, rules or regulations; discrimination; harassment and/or retaliation in violation of this policy, the Company will take immediate and appropriate corrective action up to and including termination of the person's employment, provision of services, position as an officer of the Company, or in the case of a director, a request for the director's resignation.
- (e) In the event that the investigation reveals that the complaint was frivolously made, or undertaken for improper motives, made in bad faith or without a reasonable and probable basis, the complainant's supervisor will take whatever disciplinary action may be appropriate in the circumstances.

4. AUDIT COMMITTEE PROCEDURES

The Audit Committee has adopted the following procedures:

- (a) Management of the Company shall promptly forward to the Audit Committee any complaints that it has received regarding financial statement disclosures, accounting, internal accounting controls or auditing matters.
- (b) Any Protected Party may submit, on a confidential or anonymous basis if the Protected Party so desires, any concerns regarding financial statement disclosures, accounting, internal accounting controls, auditing matters or violations of the Company's Code of Business Conduct and Ethics, any other policy, charter or mandate of the Company, applicable laws, rules and regulations, discrimination, harassment or retaliation. All such concerns shall be set forth in writing and forwarded in a sealed envelope to the Chair of the Audit Committee labeled with a legend such as "To be opened by the Audit Committee only, being submitted pursuant to the Whistleblower Policy adopted by the Company." If a Protected Party would like to discuss any matter with the Audit Committee, the Protected Party should indicate this in the submission and include a telephone number at which he or she might be contacted if the Audit Committee deems it appropriate. If management receives any such envelope, it shall be forwarded promptly and unopened to the Chair of the Audit Committee. The Chair of the Audit Committee can be reached as follows:

PRIVATE AND CONFIDENTIAL

Attention: Chair of the Audit Committee, Bragg Gaming Group Inc.

Email Address: chairman@bragg.games

- (c) Following the receipt of any complaints submitted hereunder, the Audit Committee will investigate each matter so reported and take corrective and disciplinary actions where appropriate, which may include, alone or in combination, a warning or letter of reprimand, demotion, loss of merit increase, bonus or stock options, suspension without pay or termination of employment. The Audit Committee shall notify the Board and the Chief Executive Officer of such investigations.

- (d) During investigations, the Audit Committee shall endeavor to act in a prudent and reasonable manner, with minimal disruption to the business and affairs of the Company and with sensitivity to the personal circumstances of the individual being investigated.
- (e) In circumstances of impropriety alleged against the Board, as a whole or any member thereof, the Chief Executive Officer shall be responsible to investigate such allegations and the Chief Executive Officer shall report his or her findings to the Board.
- (f) The Audit Committee may enlist employees of the Company and/or outside legal, accounting or other advisors, as appropriate, to conduct any investigation or address complaints regarding financial statement disclosures, accounting, internal accounting controls, auditing matters or violations of the Company's Code of Business Conduct and Ethics, any other policy, charter or mandate of the Company, applicable laws, rules and regulations, discrimination, harassment or retaliation. In conducting any investigation, the Audit Committee shall use reasonable efforts to protect the confidentiality and anonymity of the complainant.
- (g) The Audit Committee shall retain as a part of the records of the Audit Committee any such complaints or concerns for a period of no less than seven (7) years.
- (h) The Audit Committee will review and evaluate this Policy periodically to determine whether the Policy is effective in providing appropriate procedures to report violations or complaints regarding accounting standards, the Company's Code of Business Conduct and Ethics, any other policy, charter or mandate of the Company, applicable laws, rules and regulations, discrimination, harassment or retaliation. The Audit Committee will submit recommended changes to the Board for approval.

5. LOCAL LEGISLATION ADAPTATIONS

- (a) Any EU subsidiary of Bragg Gaming Group Inc. may implement a different procedure to accept, review, evaluate, etc. complaints or concerns, if such procedure is required under Directive (EU) 2019/1937 of the European Parliament and of the Council of 23 October 2019 on the protection of persons who report breaches of Union law or a national (local) legislation in force in the country, where such subsidiary is located.



MAJORITY VOTING POLICY

Effective as of January 29, 2021

BRAGG GAMING GROUP INC.

MAJORITY VOTING POLICY

In uncontested elections conducted on an individual basis, a plurality system allows an individual to be elected in circumstances where the number of shares voted for the individual is less than the number of shares withheld. This Majority Voting Policy (the “**Policy**”) shall only be applicable to uncontested elections of directors of Bragg Gaming Group Inc. (the “**Company**”), which means an election in which the number of nominees for director does not exceed the number of directors proposed to be elected. Each director and proposed nominee for election to the board of directors of the Company will be asked to agree in to this Policy in their consent to act as a director on the board of directors of the Company (the “**Board**”).

At meetings of shareholders at which directors are to be elected, shareholders will vote in favour of, or withhold from voting for, each nominee separately. If, with respect to any particular nominee, the number of votes cast “withheld” exceeds the number of votes cast “for” the nominee, then for purposes of this Policy the nominee (each, a “**Majority Withheld Director**”) will be considered not to have received the support of the shareholders, even though duly elected as a matter of corporate law.

A Majority Withheld Director will, immediately following the meeting, tender to the Board his or her resignation from the Board, effective when the Board accepts the resignation. The resignation will be delivered to the Chair of the Board or, if the Chair of the Board is not present, to the chair of the meeting of shareholders, who will promptly provide a copy of the tendered resignation to all members of the Board and the Corporate Secretary of the Company.

The Nominating & Governance Committee of the Board (the “**NGC**”) will promptly consider the tendered resignation and recommend to the Board whether to accept or reject that director’s resignation within 7 days of the date of the meeting of shareholders. The NGC will accept the tendered resignation absent exceptional circumstances that warrant the Majority Withheld Director continuing to serve on the Board. In determining whether to recommend acceptance or rejection of the tendered resignation, the NGC will consider all factors it deems relevant, which may include: (i) the Company would not be compliant with corporate or securities law requirements, applicable regulations, stock exchange rules or commercial agreements regarding the composition of the Board as a result of accepting the resignation; (ii) the Majority Withheld Director is a key member of an established, active special committee that has a defined term or mandate, and accepting the resignation of the Majority Withheld Director would jeopardize the achievement of the committee’s mandate; or (iii) majority voting was used for a purpose inconsistent with the policy objectives of the stock exchange related to its majority voting requirement.

In reviewing the NGC’s recommendation, the Board will consider the factors that the NGC considered and such additional information and factors as the Board considers to be relevant. The Board will accept the recommendation of the NGC and otherwise accept the tendered resignation except in situations where exceptional circumstances warrant the Majority Withheld Director continuing to serve on the Board.

A Majority Withheld Director will not participate in any deliberations of the NGC or the Board with respect to his or her resignation, which means, for greater certainty, a Majority Withheld Director will not attend any part of the meeting at which his or her resignation is considered or a related resolution is voted upon. If a Majority Withheld Director must attend the meeting in order to satisfy quorum requirements, then the director must not speak or otherwise participate in any part of the meeting where his or her resignation is considered or a related resolution is voted upon. Notwithstanding the foregoing, if all of the members of the NGC are Majority Withheld Directors, then the NGC will not make a recommendation to the Board and, subject to the provisions hereof, the Board will consider whether or not to accept the resignations without a recommendation from the NGC.

Not later than 90 days following the date of the shareholders' meeting at which the shareholder vote occurred, the Board will decide whether or not to accept the tendered resignation. Any tendered resignation will be effective when accepted by the Board. Promptly following the Board's decision, the Company will issue a press release either announcing the resignation of the Majority Withheld Director or fully stating the reasons for not accepting the tendered resignation, a copy of which press release must be provided to the applicable stock exchange.

If a Majority Withheld Director does not tender his or her resignation in accordance with this Policy, the Board will not re-nominate the Majority Withheld Director for election.

This Policy does not apply to contested elections in which the number of director nominees for election is greater than the number of director positions on the Board. In contested elections, the directors will be elected by the vote of a plurality of the votes cast.



**POSITION DESCRIPTION OF THE
CHIEF EXECUTIVE OFFICER**

Effective as of January 29, 2021

BRAGG GAMING GROUP INC.

POSITION DESCRIPTION OF THE CHIEF EXECUTIVE OFFICER

1. MANDATE

The Chief Executive Officer, subject to the authority of the Board of Directors (the "**Board**")⁽¹⁾ of Bragg Gaming Group (the "**Company**"), develops and provides the strategic direction for the Company, and manages, directly or through delegated authority, the operations of the business and affairs of the Company in accordance with ethical conduct and applicable legislation, regulations, industry standards, contracts and agreements. The Chief Executive Officer is responsible for the sound administration, management and financial sustainability of the Company consistent with the interests of shareholders, employees and other stakeholders. The Chief Executive Officer acts in conformity with the corporate policies and administrative directives and within the general parameters of the approved annual operating plan and budget. The Chief Executive Officer provides direction and leadership to the Company's staff towards the achievement of the Company's mission, strategy, philosophy, and its annual goals and objectives. The Chief Executive Officer is directly responsible, reports and is accountable to the Board for all activities of the Company, including the achievement of corporate goals and objectives. In discharging its duties, the Chief Executive Officers collaborates closely with the Board, the Chief Financial Officer and the Chief Strategy Officer of the Company. The Board will develop and approve periodically, as the Board considers necessary, the corporate goals and objectives that the Chief Executive Officer is responsible for meeting.

2. RESPONSIBILITIES

The Chief Executive Officer, more specifically assumes responsibility for:

2.1 Board Support

- (a) enabling, with the Lead Director⁽¹⁾, the Board to fulfill its supervision function;
- (b) working closely with the Chair and Lead Director, if any, to ensure that the focus of Board meetings is on the right issues and information is available in a timely and effective manner;
- (c) ensuring that the Board is kept informed of both internal and external matters impacting the Company, including the overall business operations of, and major issues facing the Company and, as applicable, its subsidiaries, so as to allow the Board to make fully-informed decisions regarding the Company's business and affairs;
- (d) providing reports that allow the Board to assess the financial status of the Company, the general well-being of its workforce and progress in meeting its corporate goals and objectives;
- (e) conceiving, and recommending to the Board for approval, key policy statements, and overseeing their implementation, and taking all reasonable steps to inform the Board of all material deviations from such policies;

⁽¹⁾ Unless otherwise indicated, the terms "Board" and "Lead Director" also include, where applicable, the Committees of the Board of Directors and the Chair of such Committees.

- (f) acting as the principal representative of management and as intermediary between management and the Board;

2.2 Human Resources Management and Integrity

- (a) providing leadership to the management teams, and maintaining a high level of employee morale and motivation, with a view to implementing the Company's strategy;
- (b) delineating the responsibilities of management and effectively managing the Company's human resources;
- (c) fostering a corporate culture that promotes the highest of ethical standards, encourages personal integrity and assumes social responsibility;
- (d) assisting the Board in appointing, training, monitoring and evaluating senior management; and making recommendations relating to their compensation;
- (e) working together with the Human Resources Committee in succession planning for senior management positions to ensure the continuity of leadership required to meet the Company's business objectives in the long run;

2.3 Strategic, Financial, Risk and Asset Management

- (a) conceiving, and recommending to the Board for approval, a long-term vision and strategic plan for the Company, and annual operating plans and budgets to enhance shareholder value and, once approved, ensuring that said plans are implemented;
- (b) developing and recommending to the Board, on an annual basis, business plans and budgets that supports the Company's long term strategy;
- (c) implementing appropriate policies and management systems to protect the environment, provide safe working conditions and encourage sustainable development practices at all locations where the Company operates;
- (d) implementing appropriate internal control and management information systems which enable the preparation of financial statements that fairly reflect the Company's financial situation;
- (e) identifying and securing financial resources;
- (f) overseeing the management of the Company's subsidiaries, as applicable, to ensure that their operations are in line with the Company's strategic plan;
- (g) assuming directorship of affiliated companies, as applicable or delegating such duty to an officer of the Company;
- (h) assisting the Board in the identification of the principal risks associated with the Company's business and implementing appropriate systems to effectively manage these risks;

2.4 Community and Public Relations

- (a) effectively managing the relationship between the Company and the communities where it does business;
- (b) acting as the principal spokesperson of the Company and communicating effectively with the financial and investment community, shareholders, the public in general and key stakeholders more specifically; and
- (c) performing such other duties as are prescribed from time to time by the Board.

3. DIRECTORSHIP

The Chief Executive Officer shall submit to the Nomination Committee any offer to join an outside board of directors to ensure that such additional directorship will not impair the ability to adequately fulfill the responsibilities assigned to the Chief Executive Officer by the Company.



**POSITION DESCRIPTION OF THE
CHIEF FINANCIAL OFFICER**

Effective as of January 29, 2021

BRAGG GAMING GROUP INC.

POSITION DESCRIPTION OF THE CHIEF FINANCIAL OFFICER

1. ROLE

In addition to the responsibilities and duties delegated by the board of directors (the "**Board**") of Bragg Gaming Group Inc. (the "**Company**"), or set out in any Board or committee charter, the Chief Financial Officer (the "**CFO**") of the Company has the duties and responsibilities described below.

The CFO will provide effective financial leadership to grow value responsibly, in a profitable and sustainable manner. With the Chief Executive Officer ("**CEO**"), the CFO will set the tone for management to foster ethical and responsible decision making, appropriate management and corporate governance practices.

2. DUTIES AND RESPONSIBILITIES

2.1 Leadership

The CFO shall:

- (a) provide financial leadership to manage the Company in the best interests of the Company and its shareholders;
- (b) with the CEO, provide leadership in setting the strategic and operating plan of the Company, in conjunction with the Board; and
- (c) with the CEO, lead the growth of the Company's businesses in a profitable and sustainable manner.

2.2 Social Responsibility and Ethics

The CFO shall:

- (a) provide leadership to management in support of the Company's commitment to social and community responsibility;
- (b) foster ethical and responsible decision making by management; and
- (c) respond to questions from officers and directors regarding the Code of Business Conduct and Ethics.

2.3 Governance

The CFO shall:

- (a) communicate in a timely fashion with the Board and the Audit Committee on material financial and accounting matters affecting the Company;
- (b) communicate regularly with the Board and the Audit Committee of the Board to ensure that these responsibilities are being fully complied with and that directors are being

provided with information necessary to fulfill their responsibilities and statutory obligations; and

- (c) assist the Audit Committee in developing the Audit Committee charter.

2.4 Disclosure

The CFO shall:

- (a) with the CEO and other members of management, as needed, ensure appropriate and timely disclosure of material information; and
- (b) implement from time to time where appropriate, blackouts in the trading of securities of the Company by insiders and other employees of the Company and grant exemptions therefrom where considered appropriate.

2.5 Strategic Planning

The CFO shall:

- (a) with the CEO, ensure the development of a strategic plan for the Company to maximize shareholder value and recommend it to the Board for review and, in the Board's discretion, approval; and
- (b) with the CEO, ensure the implementation of the strategic plan and report to the Board in a timely manner on deviations from the strategic plan or any parameters established by the Board.

2.6 Financial and Accounting Management

The CFO shall:

- (a) provide general supervision and management of the day-to-day financial and accounting affairs of the Company within the guidelines established by the Board, consistent with decisions requiring prior approval of the Board and the Board's expectations of management;
- (b) assist the CEO to ensure the development of an annual operating plan including business plans, operational requirements, organizational structure, staffing and budgets that support the strategic plan and recommend the annual operating plan to the Board for review and, in the Board's discretion, approval;
- (c) assist the CEO to ensure the implementation of the annual operating plan and direct and monitor the activities and resources of the Company, consistent with the strategic direction, financial limits and operating objectives approved by the Board;
- (d) ensure the Company maintains an appropriate capital structure to support its annual operating plans and strategic plans;
- (e) ensure the Company (and its subsidiaries) has sufficient liquidity to implement the Company's business plans; and

- (f) approve commitments within the limits of delegated approval authorities.

2.7 Risk Management

The CFO shall:

- (a) assist the CEO to ensure that the proper systems are in place to identify and manage business risks and that such risks are acceptable to the Company and are within the guidelines established by the Audit Committee and the Board;
- (b) with the CEO, ensure the accuracy, completeness, integrity and appropriate disclosure of the Company's financial statements, other financial information and other continuous disclosure through appropriate policies and procedures;
- (c) with the CEO, establish and maintain the Company's disclosure controls and procedures through appropriate policies and procedures;
- (d) with the CEO, establish and maintain the Company's internal controls over financial reporting through appropriate policies and procedures;
- (e) with the CEO, ensure that the Company has complied with all regulatory requirements for the Company's financial information, reporting, disclosure requirements and internal controls over financial reporting;
- (f) with the CEO, provide required regulatory certifications regarding the Company and its activities; and
- (g) ensure appropriate policies and procedures of the Company are developed, maintained, approved and disclosed.

2.8 Other

The CFO shall carry out any other appropriate duties and responsibilities assigned by the Board, the Audit Committee or the CEO.

3. REVIEW

The Audit Committee, with input from all Board members and the CEO, will review this position description at least annually or, where circumstances warrant, at such shorter interval as is necessary, to determine if further additions, deletions or other amendments are required.



**POSITION DESCRIPTION OF THE
EXECUTIVE CHAIRMAN**

Effective as of January 29, 2021

BRAGG GAMING GROUP INC.

POSITION DESCRIPTION OF THE CHAIR OF THE BOARD

1. MANDATE

The Executive Chairman is appointed by the Board of Directors (the “**Board**”) of Bragg Gaming Group Inc. (the “**Company**”). The primary functions of the Executive Chairman are to provide leadership and direction to the Board, to take all reasonable measures to ensure the Board fulfills its oversight responsibilities, facilitate the operations and deliberations of the Board and the satisfaction of the Board’s functions and responsibilities under its mandate, and assume responsibility for the strategic initiatives outlined below.

2. RESPONSIBILITIES

In addition to the responsibilities applicable to all other directors, and subject to the authority and responsibilities of the Lead Director and oversight of the Board, the Executive Chairman’s responsibilities shall include:

- (a) presiding as Chair at all meetings of the Board, and during Board meetings, encouraging full participation and discussion by individual directors, stimulating debate, facilitating consensus, and ensuring that clarity regarding decisions is reached and duly recorded;
- (b) presiding as Chair at all annual general and special meeting of the Company’s shareholders;
- (c) together with the Lead Director, providing leadership to the Board to foster the Board’s effectiveness, including:
 - (i) ensuring that responsibilities of the Board are well understood by both the Board and management, and that boundaries between the Board and management responsibilities are clearly understood and respected;
 - (ii) fostering ethical and responsible decision making by the Board and its individual members;
 - (iii) assisting the committees of the board of directors (the “**Committees**”) and chairs of Committees to bring important issues forward to the Board for consideration and resolution
 - (iv) supervising a process of an annual assessment of the effectiveness of the Board as a whole, Committees and contribution of individual directors;
- (d) together with the Lead Director, managing the board, including:
 - (i) planning and organizing the activities of the Board including the preparation for, and the conduct of, Board meetings, as well as the quality, quantity and timeliness of the information that goes to the Board;
 - (ii) ensuring that the Board meets its obligations, responsibilities and mandates;
 - (iii) verifying that, where functions are delegated to appropriate Committees, the functions are carried out and results are reported to the Board;

- (iv) ensuring minutes of the Board meetings are available in a timely manner;
- (v) working with the Lead Director, to ensure that appropriate structure of the Committees in place and to assist the Nomination Committee to approach potential candidates for directorship of the Company and in making recommendations for appointments to Committees;
- (e) ensure that the Board has a succession planning process in place to appoint the Company's Chief Executive Officer and other members of the management when necessary;
- (f) providing advice, counsel and mentorship to the fellow members of the Board;
- (g) working with the Lead Director and CEO to ensure that the Board is provided with the resources, including external advisers and consultants to the Board as considered appropriate, to permit it to carry out its responsibilities and discussing with the Lead Director and CEO any issues that are preventing the Board from being able to carry out its responsibilities;
- (h) together with the Lead Director, acting as principal liaison between the Board and management to ensure professional relationship and effective communication between the Board and management;
- (i) carrying out any other responsibilities at the request of the Board.

3. STRATEGIC INITIATIVES

In addition to the responsibilities set out in Section 2 above, and subject to the responsibilities of the CEO and oversight of the Board, the Executive Chairman shall assist the CEO by:

- (a) Working with the Board and the Company's CEO to develop the strategy for the Company's future growth, including providing general support with a focus on developing and implementing an expansion strategy into the United States.
- (b) Providing the Company with business and organizational strategy, financial and investment management and advisory services, as the Board may reasonably request from time to time.
- (c) Working with the CEO to identify opportunities for value-enhancing strategic initiatives including acquisitions, joint ventures, and strategically important relationships, as well as the disposition from time to time of non-core assets, and communicating regularly with the CEO regarding the pursuit of such strategic initiatives.
- (d) Developing and maintaining the Company's relationships with future strategic partners whose capital, influence and knowledge could add significantly to the Company's value and its share price.
- (e) Working with the CEO on critical issues related to relationships and strategic alliances.



**POSITION DESCRIPTION OF THE
LEAD DIRECTOR**

Effective as of January 29, 2021

BRAGG GAMING GROUP INC.

POSITION DESCRIPTION OF THE LEAD DIRECTOR

1. MANDATE

The mandate of the Lead Director (the “**Lead Director**”) of the Board of Directors (the “**Board**”) of Bragg Gaming Group Inc. (the “**Company**”) is to assist the Chair of the Board (the “**Chair**”) in providing independent leadership for the Board, namely in discharging its duties, responsibilities and obligations independently of management. A Lead Director of the Company shall be “independent” within the meaning of National Policy 58-201 – *Corporate Governance Guidelines*, as may be amended from time to time. A Lead Director is required to be appointed in the event that the Chair is not independent.

2. RESPONSIBILITIES

In addition to the responsibilities applicable to all directors of the Company, the responsibilities of the Lead Director of the Board include the following:

- (a) providing leadership to ensure that the Board functions independently of management of the Company and other non-independent directors;
- (b) together with the Chair, providing leadership to foster the effectiveness of the Board;
- (c) in the absence of the Chair, chairing Board meetings, including, providing adequate time for discussion of issues, facilitating consensus, encouraging full participation and discussion by individual directors and confirming that clarity regarding decision-making is reached and accurately recorded;
- (d) providing leadership for the Board’s independent directors, including:
 - (i) chairing each Board meeting at which only outside directors or independent directors are present;
 - (ii) calling, where necessary, the holding of special meetings of the Board, outside directors or independent directors, with appropriate notice, and establishing agenda for such meetings in consultation with the other outside or independent directors, as applicable;
 - (iii) consulting and meeting with any or all of the independent directors, at the discretion of either party and with or without the attendance of the Chair, and representing such directors, where necessary, in discussions with management of the Company on corporate governance issues and other matters;
- (e) together with the Chair, managing the board, including:
 - (i) recommending to the Chair items for consideration on the agenda for each meeting of the Board;
 - (ii) providing updates to the Chair on the quality, quantity and timeliness of information provided by management to the independent directors;

- (iii) working with the Chair, to ensure that appropriate structure of the Committees in place and to assist the Governance and Nomination Committee to approach potential candidates for directorship of the Company and in making recommendations for appointments to Committees;
- (f) working with the Chair and Chief Executive Officer to ensure that the Board is provided with the resources, including external advisers and consultants to the Board as considered appropriate, to permit it to carry out its responsibilities and bringing to the attention of the Chair and Chief Executive Officer any issues that are preventing the Board from being able to carry out its responsibilities;
- (g) together with Chair, acting as principal liaison between the Board and management to ensure professional relationship and effective communication between the Board and management;
- (h) conducting peer reviews through a process involving meeting with each director individually. These peer reviews will be conducted to coincide with the formal survey of board effectiveness;
- (i) ensuring non-executive directors discuss among themselves, without the presence of management, the Company's affairs; and
- (j) carrying out any other responsibilities at the request of the Chair and the Board.



**POSITION DESCRIPTION OF THE
COMMITTEE CHAIRS**

Effective as of January 29, 2021

BRAGG GAMING GROUP INC.

POSITION DESCRIPTION OF THE COMMITTEE CHAIRS

1. MANDATE

The Chair of a committee (the “**Committee**”) of the board of directors of the Corporation (the “**Board**”) is responsible for the management, the development and the effective performance of the Committee, provides leadership and direction to the Committee for all aspects of the Committee’s work, and takes all reasonable measures to ensure the Committee fulfills its responsibilities.

2. RESPONSIBILITIES

In addition to the responsibilities applicable to all directors of the Corporation, the responsibilities of the Chair of a Committee include the following:

- (a) presiding as Chair at all Committee meetings and during such meetings, encouraging full participation and discussion by individual directors, stimulating debate, facilitating consensus, and ensuring that clarity regarding decisions is reached and duly recorded;
- (b) providing leadership to foster the effectiveness of the Committee;
- (c) planning and organizing the activities of the Committee in consultation with management and other Committee members, including the preparation for, and the conduct of, Committee meetings, as well as the quality, quantity and timeliness of the information that goes to the Committee;
- (d) ensuring that the appropriate mandate for the Committee is in effect, and making recommendations to the Board of any amendments to the mandate, as appropriate;
- (e) taking all reasonable steps to ensure that the responsibility and duties of the Committee, as outlined in its mandate, are well understood by the Committee members and executed as effectively as possible;
- (f) ensuring non-management Committee members have the opportunity to discuss among themselves, independent of management, the Corporation’s business and affairs which are submitted to the Committee for review;
- (g) provide advice and counsel to the chief executive officer and other senior officers in the areas covered by the Committee’s mandate;
- (h) fostering ethical and responsible decision making by the Committee and its individual members;
- (i) ensuring effective relationship between the Board and the Committee, including reporting to the Board on the Committee’s activities, decisions and recommendations, and ensuring Committee materials and minutes are distributed and available to any directors on request;
- (j) together with the Nomination Committee and the Board, ensuring that an appropriate system is in place to evaluate the performance of each member of the Committee and the

Committee, as a whole, and making recommendations to the Nomination Committee and / or the Board as appropriate;

- (k) bringing important issues forward to the Board for consideration and resolution; and
- (l) carrying out any other responsibilities at the request of the Committee or the Board.