

## THE STARS GROUP INC.

### MANDATE FOR THE BOARD OF DIRECTORS

#### GENERAL

The board of directors (the “**Board**”) of The Stars Group Inc. (the “**Company**”) is elected by its shareholders and is responsible for the stewardship of the business and affairs of the Company. The Board seeks to discharge such responsibility by reviewing, discussing and approving the Company’s strategic planning and organizational structure and supervising management, all with a view to preserving and enhancing the business of the Company and its underlying value.

Although directors may be elected by the shareholders to bring special expertise or a point of view to Board deliberations, they are not chosen to represent a particular constituency. The best interests of the Company must be paramount at all times.

#### INDEPENDENCE

The Board shall be constituted at all times of a majority of “**independent directors**” who either meet or exceed the independence requirements of the NASDAQ Stock Market LLC (“**NASDAQ**”) and who are “independent” within the meaning of National Instrument 58-101 – *Disclosure of Corporate Governance Practices* (“**NI 58-101**”). The Board will consider all relevant facts and circumstances in making a determination of independence for each director and, as appropriate, impose independence requirements more stringent than those provided for by NASDAQ and/or NI 58-101 to the extent required by Canadian or U.S. securities laws, including rules and policies promulgated by the U.S. Securities and Exchange Commission and the Toronto Stock Exchange. Each independent director who experiences a change in circumstances that could affect such director’s independence should deliver a notice of such change to the Company’s General Counsel.

#### RESPONSIBILITIES

The Board discharges its responsibility for overseeing the management of the Company’s business by delegating to the Company’s senior officers the responsibility for the day-to-day management of the Company. The Board discharges its responsibilities both directly and through its three standing committees, the Audit Committee, the Corporate Governance and Nominating Committee and the Compensation Committee. In addition to these standing committees, the Board may appoint ad hoc committees periodically to address certain issues as well as form additional standing committees in the future as it deems necessary.

The Board’s primary roles are overseeing corporate performance and providing quality, depth and continuity of management to meet the Company’s strategic objectives. In addition, the Board is responsible for promoting and incentivizing ethical business practices, and approving and monitoring compliance programs that detect and discourage actual or perceived improper conduct. Each director must also comply with all policies, charters and mandates applicable to directors as members of the Board or committees thereof, including the Company’s Code of Business Conduct and other policies, charters and mandates with respect to director duties and responsibilities. Other principal duties include, but are not limited to, the following categories:

### **Appointment of Management**

1. The Board is responsible for approving the appointment of the Chief Executive Officer and all other executive officers, and approving their compensation, following a review of the recommendations of the Corporate Governance and Nominating Committee and Compensation Committee, as applicable.
2. In approving the appointment of the Chief Executive Officer and all other senior management, the Board will, to the extent feasible, satisfy itself as to the integrity of these individuals and that they create a culture of integrity throughout the Company.
3. The Board may from time to time delegate to senior management certain authority with respect to financial transactions in accordance with the Company's Delegation of Authority Policy.
4. The Board oversees that succession planning programs are in place, including programs to appoint, train, develop and monitor management.

### **Board Organization**

5. The Board will receive recommendations from the Corporate Governance and Nominating Committee and Compensation Committee, as applicable, but retains responsibility for managing its own affairs and for exercising independent judgement by approving its composition and size, the selection of the Chair of the Board, candidates nominated for election to the Board, committee and committee chair appointments, committee charters and director compensation.
6. To the extent not prohibited by applicable law, rules or regulations, the Board may delegate to Board committees matters it is responsible for, but the Board retains its oversight function and ultimate responsibility for these matters and all other delegated responsibilities.
7. The Board, along with its committees, oversees succession planning for the Board, orientation and educational opportunities for directors and the regular assessment of the effectiveness of the Board as a whole, the Chair of the Board, each committee, the chair of each committee and each individual director.

### **Strategic Planning**

8. The Board has oversight responsibility to participate both directly and through its committees, in reviewing, questioning and approving the mission of the Company and its strategy, objectives and goals, taking into account the opportunities available to the Company, the potential risks it faces and the its risk appetite.
9. The Board is responsible for, at least on an annual basis, reviewing, providing input on, and approving the business, financial and strategic plans by which management believes that the Company may reach its objectives and goals.

### **Monitoring of Performance and Certain Financial Matters**

10. The Board is responsible for enhancing congruence between shareholder expectations, Company plans and management performance.
11. The Board is responsible for adopting processes for monitoring the Company's performance and progress toward its strategic and operational goals, and to revise and alter its direction to management in light of changing circumstances, both internal and external, that may affect the Company.
12. The Board is responsible for reviewing and approving the audited financial statements and the interim financial statements and the notes thereto, and management's discussion and analysis accompanying such financial statements.
13. The Board is responsible for reviewing and approving material transactions outside the ordinary course of business in accordance with the Company's Delegation of Authority Policy and those matters which the Board is required to approve under the Company's governing documents and any laws, rules and regulations applicable to the Company, including, without limitation, the payment of dividends, purchases and redemptions of securities, acquisitions and dispositions of material capital assets, and material capital expenditures.

#### **Risk Management**

14. The Board is responsible for overseeing the identification of the principal risks of the Company's business and ensuring the implementation of appropriate systems to effectively monitor and manage such risks, with a view to the long-term viability of the Company and achieving a proper balance between the risks incurred and the potential return to the Company's shareholders.
15. The Board, including through its committees, oversees the Company's internal controls and management information systems.

#### **Policies and Procedures**

16. The Board, either directly or through its committees, is responsible for:
  - (a) developing the Company's approach to corporate governance, including developing a set of corporate governance principals and guidelines that are specifically applicable to the Company;
  - (b) approving and monitoring compliance with all significant policies and procedures by which the Company operates;
  - (c) approving policies and procedures designed to ensure that the Company operates at all times within applicable laws and regulations; and
  - (d) holding regularly scheduled meetings known as executive sessions, at which only "independent directors" are present.
17. The Board shall enforce its policy respecting confidential treatment of the Company's proprietary information and the confidentiality of Board deliberations.

## **Communications and Reporting**

18. The Board has approved and will revise from time to time as circumstances warrant a communications plan to address communications with shareholders and other securityholders, employees, financial analysts, governments and regulatory authorities, the media and other stakeholders, including the Canadian and international communities.
19. The Board is responsible for:
  - (a) overseeing the accurate disclosure and reporting of the financial performance of the Company to shareholders, other securityholders and regulators on a timely and regular basis;
  - (b) taking steps to enhance the timely, accurate and complete disclosure of any other developments that have a significant and material impact on the Company;
  - (c) reporting annually to shareholders on its stewardship for the preceding year;
  - (d) overseeing the Company's implementation of stakeholder communication policies and procedures as it relates to feedback from shareholders and other stakeholders; and
  - (e) conveying to management and all levels of employees the importance of fostering a corporate culture that promotes and encourages ethical practices, integrity and compliance with applicable laws.

**DATED May 14, 2019.**