

NASDAQ STATEMENT OF CORPORATE GOVERNANCE DIFFERENCES

As a “foreign private issuer” under the *Securities Exchange Act of 1934*, as amended, The Stars Group Inc. (the “**Company**”) is permitted, pursuant to NASDAQ Stock Market Rule 5615(a)(3), to follow its home country practice in lieu of certain NASDAQ corporate governance standards provided that it discloses and describes the same. A description of the significant ways in which the Company’s governance practices currently differ from those followed by domestic companies pursuant to the Rule 5600 series of the NASDAQ Stock Market Rules is set out below:

- NASDAQ Stock Market Rule 5620(c) provides that the minimum quorum requirement for a meeting of shareholders is 33 $\frac{1}{3}$ % of the outstanding common voting shares. The Company is governed by the *Business Corporations Act* (Ontario) which permits the Company to specify a quorum requirement in its by-laws. Under the Company’s by-laws, a quorum for the transaction of business at any meeting of shareholders is at least two persons present in person or by proxy and representing at least 20% of the issued and outstanding shares of the Company carrying the right to vote at the meeting. The rules of the Toronto Stock Exchange (the “**TSX**”), upon which the Company’s common shares are also listed, do not contain specific quorum requirements.
- NASDAQ Stock Market Rule 5635(c) requires shareholder approval of most equity compensation or purchase plans or arrangements and material amendments thereto (with a few limited exceptions), and this applies whether the securities issuable pursuant to such plan or arrangement are newly issued or bought over the open market. The Company does not follow this NASDAQ Stock Market Rule and instead complies with the applicable requirements of the TSX. The TSX requires shareholder approval of equity compensation plans only if they involve newly issued securities. Additionally, the TSX requires shareholder approval every three years of plans that do not have fixed limits of shares to be issued. If a plan includes procedures for amendment, the TSX requires shareholder approval of amendments only if the plan specifically requires that approval or if the amendment does any of the following: (1) reduces the exercise price or extends the term of options held by insiders under the plan; (2) removes or exceeds limits on insider participation under the plan; (3) increases any fixed limit on the number of securities to be issued under the plan; or (4) changes the amendment procedure of the plan.
- NASDAQ Stock Market Rule 5635(a) requires shareholder approval prior to the issuance of securities in connection with the acquisition of the stock or assets of another company in certain circumstances, including (1) where the common stock to be issued will have voting power equal to or in excess of 20% of the voting power outstanding before the issuance, or the number of shares to be issued will be equal to or in excess of 20% of the number of shares outstanding before the issuance; and (2) if any director, officer or substantial shareholder of the Company has a 5% or greater interest (or such persons collectively have a 10% or greater interest), directly or indirectly, in the company or assets to be acquired or in the consideration to be paid, and the present or potential issuance of securities could result in an increase in outstanding common shares or voting power of 5% or more. The Company does not follow this NASDAQ Stock Market Rule and instead complies with the applicable requirements of the TSX. The TSX requires shareholder

approval for the issuance of securities in connection with an acquisition where the number of securities issued or issuable in payment of the purchase price for the acquisition exceeds 25% of the number of securities of the issuer which are outstanding. Further, the TSX requires shareholder approval where the number of securities issued or issuable to insiders as a group, together with any securities issued or made issuable to insiders as a group for acquisitions during the preceding six months, in payment of the purchase price for an acquisition exceeds 10% of the number of securities of the issuer which are outstanding.