



Management Discussion and Analysis for the twelve months ended December 31, 2014

## To Our Shareholders

Management and Directors of Gamehost Inc. (the "Company") are pleased to present results for the three months ended December 31, 2014 (the "Quarter") and the twelve months ended December 31, 2014 (the "Year").

## **Big Bang Theory**

The Year finished with a bang. Total operating revenues for the Quarter rose \$2.2 million or 11.1% to \$22.0 million from \$19.8 million in the same quarter of 2013. Earnings before interest, taxes, depreciation and amortization ("EBITDA") that is attributable to shareholders of the Company ("EBITDA to Shareholders") climbed \$1.3 million or 15.9% to \$9.5 million versus \$8.2 in the same quarter one year earlier. EBITDA to Shareholders margin was higher by 210 basis points to 45.5% in year over year comparison. High limit table revenues made the most significant contribution to improved overall results compared to Q4 2013. Solid growth in activity and above average Hold percentages of 22.3% were in stark contrast to those realized in the comparable quarter of the prior year. Growth in outerspace may continue uninterrupted and infinitely, but with the recent dip in the commodity cycle we are reminded that, on earth, growth comes in fits and starts.

## Grand(e) Indeed!

Grande Prairie's contribution to the positive quarterly results can not be understated. After lagging for a lengthy period of time following the 2008 financial crisis, Grande Prairie properties have performed well all Year and for the Quarter posted a combined 15.8% top line growth and 28.1% growth rate in EBITDA to Shareholders. At time of writing, Grande Prairie activity remains robust. The Company believes that energy related activities in the region will slow following spring breakup. We will manage operations accordingly if and when a slowing materializes.

#### **Fickle Winter**

Year over year quarterly results were buoyed by a largely absent winter in December. During last year's December, much of Alberta was digging out from a number of record snowfalls which kept vehicles home in their driveway instead of in our parking lots. This was especially true in Calgary where, this Quarter, the property posted year over year top line growth of 13.7% and EBITDA to shareholder growth of 25.1%. We will take it, thank you very much.

## **Playing Hot Potato**

The Company was busy buying back shares when opportunities presented. 210,300 Shares were repurchased during the Quarter at an average price of \$14.80/Share. Total repurchases for the Year totaled 533,700 Shares for \$7.9 million or an average price of \$14.72/Share. Shares repurchased closely offset the 570,195 Shares issued on debenture conversions for Year. We believe Gamehost shares are worth holding onto, currently hot or not.

#### **Debenture Deadline**

The Company's 6.25% subordinated convertible debentures will mature on July 31, 2015. At the end of the February there are \$12.5 million of the original \$55.0 million debentures outstanding. If the conversion privilege is exercised on all outstanding debentures an additional 1.2 million Shares of the Company will be issued. The Company is taking steps to ensure adequate debt facilities are in place in the unlikely event debentures do not convert to Shares.

## **Reassuring Ratios**

At the end of the Year the Company's payout ratio, normalized by the removal of Share repurchases and non-financed capex, equates to 91.2%. The Company does not set a target for the payout ratio. At the end of the Year the Company's Debt to EBITDA ratio is a low 1.0:1. The Company's cash flow coverage ratio of 3.7:1 for the Year is well above the 1.25:1 minimum required in covenants made to our lender. The Company will continue to reduce debt through 2015.

## Happy New Year

Sometimes traditional and commonly used salutations just don't seem appropriate. Given our energy centred reality here in Alberta it has not been a Happy New Year thus far. That doesn't mean we can't remain optimistic. Out west, we're used to the rise and fall of oil. We'll do what we always do and accept the current year for what it is, new, and get on with riding things out and positioning ourselves to be stronger when it gets happy again.

28-Feb-15

On behalf of all management and Directors, sincerely,

David J. Will

President and Chief Executive Officer

Gamehost Inc.

Darcy J. Will

Vice President and Secretary

Sui

Gamehost Inc.

## Management's discussion and analysis

for the twelve months ended December 31, 2014

This Management's Discussion and Analysis ("MD&A") of the business, operating results, liquidity and capital resources and other financial information of Gamehost Inc. (the "Company") is prepared as at February 28, 2015. This MD&A should be read in conjunction with the audited consolidated financial statements of the Company and accompanying notes for the twelve months ended December 31, 2014 (the "Year") and with the audited consolidated financial statements of the Company and accompanying notes for the twelve months ended December 31, 2013.

This MD&A focuses on year over year comparative results for the three months ended December 31, 2014 (the "Quarter"). Readers are directed to prior MD&A for specific discussion of results of previous quarters. Previously issued financial statements and management discussion and other disclosures of the Company can be found on the Company website at www.gamehost.ca or SEDAR at www.sedar.com.

#### Caution to the reader

## Use of Non-International Financial Reporting Standards ("IFRS") financial measures

This MD&A makes reference to financial measures that do not have any standardized meaning prescribed by IFRS. Specifically, the MD&A may reference earnings before interest, taxes, depreciation and amortization ("EBITDA") and EBITDA attributable to shareholders of the Company ("EBITDA to Shareholders") which are non-IFRS financial measures.

Other Industry specific terms and measures relating to the operations of the Company are used throughout this MD&A and defined when they first appear and capitalized throughout this MD&A.

## **Forward-looking statements**

This MD&A may contain forward-looking information. All statements, other than statements of historical fact, are forward-looking statements. Forward-looking statements contain wording such as "anticipates", "believes", "could", "expects", "indicates", "plans" or other similar expressions that suggest future outcomes or events. Forward looking information contains risks and uncertainties of varying significance. The Company attempts to minimize the use of forward-looking information. Any use of forward-looking information reflects reasonable assumptions made on the basis of management's current beliefs with information known by management at the time of writing. Factors that may affect results include, but are not limited to, governmental legislation and regulation at the national, provincial or municipal level, general or local business and economic conditions, financial market volatility, the good standing of business, gaming and liquor licenses, competition, consumer preferences and disposable incomes, demographic shifts and weather patterns. Any number of these factors, or others, could cause actual results to differ from forward-looking information. Additional discussion about the inherent risks in forward-looking information and any Company assumptions of risk can be found in the Business risks, opportunities and outlook section at the end of this MD&A.

These factors and other risks and uncertainties are discussed in the Company's continuous disclosure documents filed with the Canadian securities regulatory authorities from time to time, and included in the "Risk Factors" section of the Company's most recent Annual Information Form. Continuous disclosure documents are on public record through SEDAR at www.sedar.com.

Forward-looking information contained in this MD&A or documents incorporated by reference are relevant only at the date of the MD&A or document date. Readers should not place undue reliance on forward-looking information as there can be no assurances that the plans, intensions or expectations upon which they are based will occur. The Company undertakes no obligation to publically revise forward-looking information to reflect subsequent events or circumstances.

### **Internal Control over Financial Reporting**

Management is responsible for establishing and maintaining adequate internal control over financial reporting for the Company. The Company's internal control over financial reporting and disclosure controls and procedures include policies and procedures that (1) pertain to the maintenance of records that reasonably, accurately and fairly represent transactions of the Company; (2) provide reasonable assurance that transactions are recorded as required to permit the preparation of Financial Statements in accordance with IFRS and that receipts and expenditures are made with appropriate authorization of the Company's management and directors and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use or disposition of the Company's assets that could have a material effect on the Financial Statements.

There has been no change in the Company's internal control over financial reporting or disclosure controls and procedures that occurred during the Quarter that has materially affected, or is reasonably likely to materially affect, the issuer's internal control over financial reporting. The effectiveness of Internal control over financial reporting has been evaluated and management has concluded that the Company's Internal control over financial reporting is effective. There is no "material weakness" relating to the design of the Company's Internal control over financial reporting (a "material weakness" is defined as a deficiency or combination of deficiencies in Internal control over financial reporting such that there is a reasonable possibility that a material misstatement of the reporting issuer's annual or interim financial statements will not be prevented or detected on a timely basis.

The effectiveness of disclosure controls and procedures has been evaluated. Management has concluded that the Company's disclosure controls and procedures are operating effectively.

# **Organizational structure**

Gamehost Inc. is incorporated in Canada under the Business Companies Act (Alberta). The consolidated financial statements of the Company are comprised of the Company and its subsidiaries.

### **Shares**

The Company had 23.6 million Shares issued and outstanding at December 31, 2014 (23.6 million - December 31, 2013) and 23.6 million Shares issued and outstanding at February 28, 2015 which trade on the Toronto Stock Exchange ("TSX") under the symbol GH. The Company is authorized to issue any number of and any class of shares.

### **Debentures**

The Company had \$12.8 million face value debentures outstanding at December 31, 2014 (\$18.9 million - December 31, 2013) and \$12.5 million face value debentures outstanding at February 28, 2015 which trade on the TSX under the symbol GH.DB.

#### **Address**

The head office of the Company is located at #104, 548 Laura Avenue, Red Deer County, Alberta, T4E 0A5. The registered office of the Company is located at 2800, 715 – 5th Avenue S.W., Calgary, Alberta T2P 2X6.

#### **Overview of Gamehost**

The Company's activities are currently confined to the province of Alberta, Canada. Operations include Boomtown Casino ("Boomtown") in Fort McMurray, Great Northern Casino ("Great Northern") and Service Plus Inns & Suites ("Service Plus"), a limited service hotel, in Grande Prairie. As a complement to the Grande Prairie hotel, the Company owns a retail complex ("Strip Mall") that leases space to a pub/eatery. The Company has a 91% ownership interest in Deerfoot Inn & Casino Inc., ("Deerfoot"), in Calgary.

Gaming operations of the Company are controlled by the Alberta Gaming and Liquor Commission (the "AGLC"). Operations include Company owned table games and government owned slot machines, video lottery terminals, lottery ticket outlets and electronic bingo terminals. Hotel operations of the Company include full and limited service hotels, banquet and convention services. Food, beverages and entertainment are offered at each of the Company's casino locations.

The Company believes in a combined entertainment and hospitality model. Our model targets the entertainment seeker and social occasional gamer. Clean, inviting venues that deliver live entertainment, lounging and dining, rest and relaxation together with gaming are situated in community based locales.

It is the Company's intent to continue a policy of consistent and regular monthly 'eligible' dividends to shareholders of \$0.0733 per common share. Dividends are declared to be 'eligible' because the Company has not benefited from any preferential tax rates requiring it to pay ordinary or non-eligible dividends. Eligible dividends are taxed at lower marginal rates to the recipient. If and when economic conditions and the financial performance of the Company dictate that an increase to the dividend rate is prudent and would not jeopardize future sustainability of the regular dividend rate, an increase or special dividend may be considered by the Company's board of directors.

# Overall financial results and condition of the Company

Financial results for the Quarter include a \$2.2 million or 11.1% increase in year over year operating revenues. EBITDA to Shareholders climbed by \$1.3 million for a 15.9% increase year over year and EBITDA to Shareholders margins increased 210 basis points to 45.5% from 43.4% in the previous year. Table revenue performance was exceptionally strong up 48.3% year over year for the Quarter. Slots and rooming revenues both contributed to growth while F&B revenue fell moderately in year over year comparisson for the Quarter.

At the end of the Quarter, the Company had \$173.6 million in total assets down \$2.3 million from the start of the year. Cash balances of \$16.3 million were up \$1.3 million from the start of 2014. The Company drew \$6.5 million during the Year on its revolving line including \$3.0 million during the Quarter to repurchase shares. Long term debentures, maturing in July 2015, were reclassified to current liabilities during the Quarter.

## **Quarterly performance summary**

Quarterly performance		20	14			2013	3	
	Q4	Q3	Q2	Q1	Q4	Q3	Q2	Q1
Operating Revenue	22.0	20.2	21.0	20.5	19.8	19.2	19.4	19.1
Cost of sales	(11.6)	(10.6)	(11.1)	(10.9)	(11.1)	(9.9)	(10.2)	(10.2)
Gross Profit	10.4	9.6	9.9	9.6	8.7	9.3	9.2	8.9
Other income	-	0.1	0.1	0.1	0.1	0.1	0.1	0.1
Administrative expenses	(1.4)	(1.3)	(1.3)	(1.5)	(1.3)	(1.2)	(1.3)	(1.3)
Profit from operating activities	9.0	8.4	8.7	8.2	7.5	8.2	8.0	7.7
Other (losses) gains	(0.1)	-	-	-	-	-	-	-
Finance costs net of finance income	(0.1)	(0.8)	(0.5)	(0.6)	-	(0.9)	(1.2)	(1.1)
Profit before income tax	8.8	7.6	8.2	7.6	7.5	7.3	6.8	6.6
Income tax expense	(1.2)	(3.4)	(1.7)	(1.9)	(2.1)	(1.5)	(1.2)	(1.9)
Profit	7.6	4.2	6.5	5.7	5.4	5.8	5.6	4.7
Less Non-controlling interests	(0.4)	(0.4)	(0.4)	(0.3)	(0.3)	(0.4)	(0.3)	(0.4)
Profit attributable to owners of the Company	7.2	3.8	6.1	5.4	5.1	5.4	5.3	4.3
(in millions of dollars unless stated otherwise)								
Earnings per share								
Basic	\$ 0.30	\$ 0.16	\$ 0.26	\$ 0.23	\$ 0.22	0.23 \$	0.23 \$	0.19
Diluted	\$ 0.29	\$ 0.16	\$ 0.25	\$ 0.23	\$ 0.19	\$ 0.23 \$	0.23 \$	0.19
EBITDA to Shareholders	9.5	9.0	9.3	8.9	8.2	8.8	8.7	8.3
EBITDA to Shareholders %	45.5%	46.6%	46.5%	45.4%	43.4%	48.1%	47.0%	45.4%

# **Operating segments**

The Company's reportable segments are strategic business units that offer different services. They are managed separately because of their unique operational and marketing requirements. Each segment complements the other segments. The Gaming segment includes three casinos offering slot, VLT, lottery and table games. The Hotel segment includes two hotels catering to mid-range clients. The Food and Beverage segment has operations that are located within the casinos and hotels as a complement to those segments.

twelve months ended December 31, 2014	Gaming	Hotel	Food & Beverage	Corporate, other <sup>(1)</sup>	Total
Operating revenue and other income	49.0	14.8	19.9	0.2	83.9
Other gains (losses)	-	-	-	(0.1)	(0.1)
Finance (costs), net of finance income	(1.1)	(8.0)	(0.5)	0.2	(2.2)
Depreciation	(1.5)	(1.7)	(8.0)	-	(4.0)
Other cost of sales and administrative expenses	(20.9)	(6.8)	(13.3)	(4.5)	(45.5)
Profit before income tax	25.5	5.5	5.3	(4.2)	32.1
Segment assets	78.8	64.4	26.1	4.3	173.6
Segment liabilities	17.1	15.2	7.8	16.6	56.7
Capital expenditures	0.1	0.2	0.1	-	0.4
twelve months ended December 31, 2013	Gaming	Hotel	Food & Beverage	Corporate, other (1)	Total
Operating revenue and other income	44.1	13.8	19.6	0.3	77.8
Finance (costs), net of finance income	(1.7)	(1.0)	(0.7)	0.2	(3.2)
Depreciation	(1.5)	(1.8)	(0.8)	-	(4.1)
Other cost of sales and administrative expenses	(19.4)	(6.2)	(12.6)	(4.1)	(42.3)
Profit before income tax	21.5	4.8	5.5	(3.6)	28.2
Segment assets	79.5	66.0	26.5	3.9	175.9
Segment liabilities	40.4	14.5	8.3	16.3	58.5
	19.4	14.5	0.5	10.5	50.5

<sup>&</sup>lt;sup>1</sup> Corporate and other consists of revenues and expenses which are not allocated to segments and do not meet the definition of an operating segment on their own.

(in millions of dollars unless stated otherwise)

# **Operating revenue**

Operating revenue consists of revenues generated by the Company's operating assets, Boomtown Casino, Great Northern Casino, Service Plus Inns and Suites in Grande Prairie and the Deerfoot Inn & Casino. Major revenue streams include rooming revenue, table gaming, slot machines, food and beverage sales and ancillary revenues.

Operating revenue	Q4 (twelve months)			Q4	Q4 (three months)		
	2014	2013	+(-)	2014	2013	+(-)	
Operating revenue	83.7	77.6	7.9%	22.0	19.8	11.1%	

(in millions of dollars unless stated otherwise)

The Grande Prairie area continued at a hot pace throughout the Quarter boosting overall results.

#### Room revenue

Room revenue includes both guest and meeting room sales at hotels. Occupancy includes sold and complementary rooms while Average Daily Rate ("ADR") is calculated as guest room revenue divided by sold rooms only.

Rooming	Q4 (twelve months)			Q4 (three months)		
	2014	2013	+(-)	2014	2013	+(-)
Rooming	14.3	13.3	7.5%	3.5	3.4	2.9%
Occupancy	79.9%	75.9%	4.0%	76.2%	77.6%	(1.4%)
ADR	\$155.39	\$152.10	\$3.29	\$157.31	\$148.80	\$8.51
% of operating revenue	17.1%	17.1%	(0.0%)	15.9%	17.2%	(1.3%)

(in millions of dollars unless stated otherwise)

Significant growth in Grande Prairie made up for declines in Calgary.

At Service Plus, in year over year comparisons for the Quarter, revenues climbed 13.9%. Occupancy increased 4.6 precentage points to 88.2% from 83.6% a year earlier and ADR climbed by \$11.79. An across the board increase in room rates was implemented on September 1, 2014 in response to supply/demand pressures that have been increasing steadily throughout the Year.

Deerfoot guest and meeting room revenue was off 3.4% for the Quarter from one year earlier in year over year comparison. ADR was higher by \$1.40 on rate increases made in the first quarter of the Year. Occupancy was off 3.2 percentage points to 68.8% from 71.9%.

#### Table game revenue

Table play and table revenue sharing is regulated in Alberta by the AGLC. In general terms, 'Drop' is the total amount of money cashed to chips at most table games. 'Hold' is the amount kept by the table from the Drop. Hold % is the measure of the Hold to the Drop and can fluctuate significantly. Table Hold % should average in the 17% range where practised players are involved. Greater participation by inexperienced players can result in higher Hold percentages. Drop, Hold and Hold % are not always reliable indicators of table activity as demonstrated by the following examples:

Example 1 – A player buys \$20,000 in chips at a table. The player plays one hand, loses \$2,000, and cashes out. The Drop is high at \$20,000, the Hold is good at \$2,000 considering the amount and duration of play. The Hold Percentage is low at 10%. The table was not busy.

Example 2 – A player buys \$5,000 in chips at a table. The player plays all evening before losing \$1,000 and cashing out. The Drop is low at \$5,000, the Hold is low at \$1,000 considering the amount and duration of play. The Hold Percentage is high at 20%. The table was busy.

The preceding examples demonstrate how variables can provide fluctuating results for Drop, Hold and Hold %. These statistics can be misleading. At the end of the day, the only measure that really counts is Hold.

The Hold is shared in varying percentages between charities and the casino operator dependent on the size and location of the casino. The operator's percentage of the Hold is the 'Net' or Net Table Revenue. The game of Poker has a 'Pot' rather than a Drop. The Pot is the total amount anted and bet by players at a poker table. 'Rake' is the total amount of the Pot that is retained by the table and is usually a flat fee for each hand played. Rake is shared in varying percentages between the charity and casino operator depending on agreements with the AGLC. The operator's percentage of the Rake is the 'Net'. Financial statements of the Company report only the Net of the Hold or Rake.

Net table revenue	Q4 (twelve months)			Q4	Q4 (three months)		
	2014	2013	+(-)	2014	2013	+(-)	
General, progressive and high limit	13.2	10.0	32.0%	3.6	2.4	50.0%	
Poker	2.8	2.2	27.3%	0.7	0.5	40.0%	
Total	16.0	12.2	31.1%	4.3	2.9	48.3%	
% of operating revenue	19.1%	15.7%	3.4%	19.5%	14.6%	4.9%	

# of tables		End of Year	
	2014	2013	+(-)
All Others	43	42	1
Poker	16	16	-
Progressive Table Games	8	9	(1)
Total	67	67	-

Drop and Hold	Q4 (twelve months)			Q4	Q4 (three months)		
	2014	2013	+(-)	2014	2013	+(-)	
Drop	112.8	94.5	19.4%	28.8	23.9	20.5%	
Hold %	21.0%	18.8%	2.2%	22.3%	16.9%	5.4%	

(in millions of dollars unless stated otherwise)

(in millions of dollars unless stated otherwise)

Total table Drops and Holds were up sharply in year over year comparison for the Quarter with strong activity at all of the Company's casinos.

At Boomtown, the current Quarter table Drop rose 2.2% from the one year ago quarter. This coupled with a 2.0 percentage point increase in Hold % to 26.1% from 24.1% resulted in a combined 10.7% increase in Net revenue year over year. Poker revenues declined by 4.9% in year over year comparisons on the Quarter.

Great Northern saw their table Drop rise 28.8% while Hold % fell 1.8 percentage points to 20.0% from 21.8%. The combined effect was a 18.0% increase in Net revenue year over year for the Quarter. Poker revenues were also up sharply by 51.5%

At Deerfoot, for the Quarter, Drop climbed 24.1% while Hold % climbed 8.6 percentage points to 22.0% from a poor showing of 13.4% the year previous. The result was a full 104.0% improvement in Net revenue on the Quarter. High limit players are a significant contributor to the increased Drop. Poker was also up sharply by 61.4% in year over year comparison for the Quarter.

#### Slot revenue

In Alberta, slot machine odds are regulated by the AGLC. The revenue sharing arrangement for amounts won by the machines is also set by the AGLC. Under the current arrangement, casino operators, charities and the provincial government share the machine win on a 15/15/70 split respectively. Machine Win/Day represents the average total revenue earned by slot machines in a day and is affected by the number of hours each machine operates and how much money is played on a machine ('Cash Play') during hours of operation. Revenue to the operator, or 'Net', is determined by all of the above factors and arrangements.

Slot statistics	Q4	(twelve month	s)	Q4	Q4 (three months)		
	2014	2013	+(-)	2014	2013	+(-)	
Cash Play	2,394.8	2,378.2	0.7%	604.6	568.9	6.3%	
Machines <sup>1</sup>	1641	1636	5	1641	1636	5	

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(in millions of dollars unless stated otherwise)

At the end of the Year / Quarter

Slot revenue	Q4	Q4 (twelve months)			Q4 (three months)		
	2014	2013	+(-)	2014	2013	+(-)	
Net	26.2	26.2	0.0%	6.6	6.2	6.5%	
% of operating revenue	31.3%	33.8%	(2.5%)	30.0%	31.3%	(1.3%)	

(in millions of dollars unless stated otherwise)

Total Company slot Cash Play and Net revenue for the Quarter posted solid increases from the prior year quarter with mixed results at properties.

Boomtown Cash Play fell marginally by 0.9% while Net revenue fell 1.5% in year over year comparison for the Quarter. There were no changes to the number of slot machines at Boomtown during the Quarter.

Great Northern slots continued strong gains from the prior quarter. Cash Play was up 14.9% while Net revenue climbed by 15.1% in year over year comparisons for the Quarter. There were no changes to the number of slot machines at Great Northern during the Quarter.

Deerfoot's Cash Play for the Quarter recorded a strong 8.2% increase from the comparable quarter one year earlier. Net revenue also climbed 7.4%. There were no changes to the number of slot machines at Deerfoot during the Quarter.

### Food & beverage ("F&B") revenue

Food service operating arrangements differ by property from 100% owner operations to combinations of owner and 3rd party operating agreements. Only beverage service is consistently delivered directly by the Company. Where food operations are run by a 3rd party, the Company records only the commission on those sales.

F&B Revenue	Q4	(twelve month	ns)	Q4 (three months)			
	2014	2013	+(-)	2014	2013	+(-)	
Food & mix	7.7	7.7	0.0%	2.2	2.4	(8.3%)	
Liquor	11.6	11.5	0.9%	3.3	3.2	3.1%	
Total	19.3	19.2	0.5%	5.5	5.6	(1.8%)	
% of operating revenue	23.1%	24.7%	(1.6%)	25.0%	28.3%	(3.3%)	

(in millions of dollars unless stated otherwise)

Overall F&B revenues for the Quarter were down marginally from the prior year on mixed results by property.

Boomtown combined F&B revenues were lower by 12.9% compared to the year earlier quarter. A number of franchise F&B establishments have opened in the city and increased the competitive landscape. The Company is taking steps to revamp food menus at the casino and are in the process of installing an electronic media wall for large-scale broadcast of sporting events or multiple events simultaneously. This new feature, exclusive in Fort McMurray to Boomtown, should be attractive to a large segment of entertainment seekers.

Great Northern Casino's combined F&B revenues for the Quarter were up 15.7% from the year ago quarter. Strong general economic activity in the region continued through the Quarter finishing with strong corporate party and banquet events. New renovated areas were attractive party spaces for corporate events and booked up quickly.

Deerfoot combined total F&B revenues were lower by 1.9% for the Quarter compared to the one year previous quarter. Liquor revenues were up 7.1% and food revenues were down 7.6% over the same comparable period. The disparity in liquor sales versus foods sales is reflective of the entertainment line ups for the Quarter which primarily drive liquor sales.

## **Ancillary revenue**

Ancillary revenue includes the more significant items of automated teller (ATM) fees, Video Lottery Terminals (VLT's), lottery ticket sales, entertainment ticket sales, cigarette sales, equipment rentals, movie rentals and other room charges to hotel guests.

Ancillary revenue	Q4 (twelve months)			Q4	Q4 (three months)		
	2014	2013	+(-)	2014	2013	+(-)	
Total	7.9	6.7	17.9%	2.1	1.7	23.5%	
% of operating revenue	9.4%	8.6%	0.8%	9.5%	8.6%	0.9%	

(in millions of dollars unless stated otherwise)

Ancillary revenues are highly correlated to gaming activity most significantly from ATM fees.

Ticket sales from more frequent and higher quality entertainment lineups at both Great Northern and Deerfoot, and increases in VLT revenues drove ancillary revenues higher in year over year comparison for the Quarter. The Company had 35 VLT's operating in Q4 2014 versus 15 in Q4 2013.

### **Cost of sales**

The Company's consolidated statement of comprehensive income uses the 'Function' rather than the 'Nature' method of reporting operating expenses. Costs are reported based on their function within the Company. For example, wage costs that are a function of generating revenue are considered a cost of sales rather than by nature a human resource expense. The Company includes in cost of sales all costs of product sold, direct marketing and promotion expenses, direct human resources costs and administrative personnel where they are integral to managing sales and all other direct operating costs at the facility level. Depreciation of the facility assets are also included in cost of sales.

Cost of sales	Q4 (	(twelve month	s)	Q4 (three months)		
	2014	2013	+(-)	2014	2013	+(-)
Total	44.2	41.5	6.5%	11.6	11.1	4.5%
% of operating revenue	52.8%	53.5%	(0.7%)	52.7%	56.1%	(3.4%)

(in millions of dollars unless stated otherwise)

Cost of sales as a percentage of operating revenue improved in the Quarter on better labour metrics caused by exceptional Hold percentages on tables and higher slot revenues which has low incremental labour costs.

### Cost of sales - cost of product

Cost of product includes the costs of food, beverage and other incidental items purchased for resale. Cost of product will for the most part, follow the performance of F&B revenue. Other incidental items of cost of product are made up of mostly room service charges in the hotel for such items as long distance telephone, movie rentals, laundry etc. Cost of product as a percentage of corresponding revenues will fluctuate moderately for food & mix and liquor categories depending on the sales mix of individual products. More significant variations in the cost of product percentage can be experienced for sales of other incidental items due to the dissimilar nature of the products included.

Cost of product	Q4	(twelve mont	hs)	Q4 (three months)		
	2014	2013	+(-)	2014	2013	+(-)
Food & Mix	2.6	2.5	4.0%	0.8	0.7	14.3%
Liquor	2.5	2.4	4.2%	0.7	0.7	0.0%
Other	0.3	0.3	0.0%	-	-	n/a
Total	5.4	5.2	3.8%	1.5	1.4	7.1%
% of operating revenue	6.5%	6.7%	(0.2%)	6.8%	7.1%	(0.3%)

(in millions of dollars unless stated otherwise)

Cost of product %	Q4	(twelve montl	hs)	Q4 (three months)		
	2014	2013	+(-)	2014	2013	+(-)
Food & Mix	33.8%	32.5%	1.3%	36.4%	29.2%	7.2%
Liquor	21.6%	20.9%	0.7%	21.2%	21.9%	(0.7%)
Other	44.9%	45.9%	(1.0%)	42.3%	44.2%	(1.9%)

Both Boomtown and Great Northern have commission based third party arrangements for food services and therefore food sales at these locations do not factor significantly into cost of product results. Total Food and Mix revenues are driven largely by Deerfoot.

A rise in Cost of product % for Food & Mix resulted from a reduction in banquet food sales in relation to single cover sales at Deerfoot. Banquet food costs are significantly lower than single cover sales.

#### Cost of sales - operating labour

Operating labour includes wages, salaries, bonuses, benefit costs, payroll taxes and other miscellaneous human resource costs directly attributable to the smooth and safe operation of each facility. No corporate overhead costs are included.

Operating labour	Q4	(twelve month	ns)	Q4 (three months)		
	2014	2013	+(-)	2014	2013	+(-)
Operating labour	20.7	19.5	6.2%	5.5	5.2	5.8%
% of operating revenue	24.7%	25.1%	(0.4%)	25.0%	26.3%	(1.3%)

(in millions of dollars unless stated otherwise)

Higher bonuses based on performance in Q4 2014 versus Q4 2013 contributed to higher operating labour costs. An excellent Hold % on tables and increased slot revenues produced favourable metrics on labour costs compared to the prior year quarter.

## Cost of sales - marketing and promotions

Marketing and promotions include all donations, sponsorships and complementary services offered at properties in addition to direct sales and advertising expenses. Staff promotions, including discounted meal vouchers, are also included under this heading.

Marketing	Q4 (twelve months)			Q4 (twelve months) Q4 (three months)			ıs)
	2014	2013	+(-)	2014	2013	+(-)	
Total	3.2	3.1	3.2%	0.8	0.8	0.0%	
% of operating revenue	3.8%	4.0%	(0.2%)	3.6%	4.0%	(0.4%)	

(in millions of dollars unless stated otherwise)

## Cost of sales - other operating costs

Some of the more significant expenditures in this classification include entertainment, premises leases, repairs & maintenance, utilities, property taxes, depreciation and operating supplies.

Other operating costs	Q4 (twelve months)			Q4 (three months)		
	2014	2013	+(-)	2014	2013	+(-)
Total	14.9	13.7	8.8%	3.8	3.7	2.7%
% of operating revenue	17.8%	17.7%	0.1%	17.3%	18.7%	(1.4%)

(in millions of dollars unless stated otherwise)

A significant entertainment line-up at Deerfoot and Great Northern during the Quarter compared to the year earlier and higher property taxes account for higher operating costs in year over year comparisson.

#### Other income

Other income consists of the net rental income from an investment property being the Strip Mall in Grande Prairie located next to the Service Plus hotel.

Other income	Q4	(twelve montl	ns)	Q4	three month	s)
	2014	2013	+(-)	2014	2013	+(-)
Total	0.2	0.2	0.0%	-	0.1	(100.0%)

(in millions of dollars unless stated otherwise)

## **Administrative expenses**

Administrative expenditures include all costs not directly attributable to the operation of the company's operating assets. Management fees, costs associated with being a public issuer, professional fees, corporate office costs, corporate travel expenses and depreciation of corporate assets are included in this category.

Administrative expenses	Q4	(twelve mont	hs)	Q4 (three months)		
	2014	2013	+(-)	2014	2013	+(-)
Total	5.3	4.9	8.2%	1.4	1.3	7.7%
% of operating revenue	6.3%	6.3%	0.0%	6.4%	6.6%	(0.2%)

(in millions of dollars unless stated otherwise)

Additional management services expenses contributed to overall increased administrative expenses as did higher corporate travel expenses. These increases are more than absorbed by better operating metrics due to revenue growth.

## Finance costs, net of finance (income)

Interest expense is recorded on the Company's demand debt, accrued interest on convertible debentures and amortization of the conversion privilege and issue costs of debentures.

Finance costs, net of finance (income)	Q4 (twelve months)			Q4	(three month	s)
	2014	2013	+(-)	2014	2013	+(-)
Total	2.2	3.2	(31.3%)	0.1	-	n/a

(in millions of dollars unless stated otherwise)

\$0.3 million in debentures were converted to common shares during the Quarter and \$6.1 million over the last twelve months. This, together with scheduled demand debt principal reductions, resulted in interest savings to the comparative quarter a year ago.

## Income tax (recovery)

Income tax includes provision for current income taxes, timing differences between depreciation recorded by the Company on property, plant and equipment versus amounts allowed for tax purposes and timing differences on amortization of cumulative eligible capital and that allowed for tax purposes. Originations and changes in timing differences are also recorded to income tax expense in the period in which the originations or changes occur. Taxes are calculated using corporate tax rates substantively enacted for the period the taxes are expected to be payable.

Income tax	Q4	(twelve month	ns)	Q4	Q4 (three months)		
	2014	2013	+(-)	2014	2013	+(-)	
Provision for current income tax	9.8	7.6	28.9%	2.7	2.4	12.5%	
Taxes arising from changes in timing differences	(1.6)	(0.9)	77.8%	(1.5)	(0.3)	400.0%	
	8.2	6.7	22.4%	1.2	2.1	(42.9%)	

(in millions of dollars unless stated otherwise)

The combined federal and provincial tax rate in Alberta for 2014 is 25.0%.

Changes to tax legislation in 2011 limited a deferral of tax on income earned by a corporation through a partnership in circumstances where the partnership has a fiscal period that differs from the corporation's tax year. Transitional rules allow the deferred income to be taken into income over five years. The Company will make a \$2.5 million tax payment in February of 2015. The Company is making regular monthly tax instalments of \$0.5 million.

#### Reconciliation of EBITDA to Shareholders > Profit

EBITDA to Shareholders > Profit	Q4	(twelve month	ns)	Q4 (three months)			
	2014	2013	+(-)	2014	2013	+(-)	
EBITDA to Shareholders	36.7	34.1	7.6%	9.5	8.2	15.9%	
EBITDA to Shareholders %	46.0%	46.1%	(0.1%)	45.5%	43.4%	2.1%	
Add back:							
Amortization on property, plant and equipment	(4.0)	(4.1)	(2.4%)	(1.0)	(1.1)	(9.1%)	
Finance costs	(2.3)	(3.3)	(30.3%)	(0.1)	-	n/a	
Income tax expense	(8.2)	(6.7)	22.4%	(1.2)	(2.1)	(42.9%)	
EBITDA attributable to non-controlling interest	1.7	1.5	13.3%	0.4	0.4	0.0%	
Profit	23.9	21.5	11.2%	7.6	5.4	40.7%	

(in millions of dollars unless stated otherwise)

## **Facility enhancement**

Capital expenditures	Q4	(twelve montl	าร)	Q4 (three months)		
	2014	2013	+(-)	2014	2013	+(-)
Capital maintenance	0.4	0.6	(33.3%)	0.1	(0.1)	(200.0%)
Capital expansion	-	1.8	(100.0%)	-	1.5	(100.0%)
	0.4	2.4	(83.3%)	0.1	1.4	(92.9%)

(in millions of dollars unless stated otherwise)

Room carpet, bathroom tile and new chairs remain outstanding to complete the full refurbishment of Service Plus. These tasks will resume in earnest during spring breakup for an estimated additional cost of \$0.2 million.

#### **Financial condition**

## Liquidity

Net cash provided by operating activities totalled \$8.2 million for the Quarter compared to \$7.3 million for Q4 2013. At the end of the Quarter cash balances totalled \$16.3 million compared to \$15.0 million at the start of the year. Factors affecting the Company's ability to generate cash in the near and longer terms are listed in the section 'Forward looking statements'. These factors are discussed in more specific terms in the section 'Business risks, opportunities and outlook'. Management closely monitors the Company's ability to sustain current cash dividends with cash flow from operations and other sources or uses of cash.

The Company had revolving credit lines totalling \$10.5 million (\$9.0 million - 2013) of which \$2.1 million (\$7.2 million - 2013) was available to be drawn at the end of the Year. In February 2015 the Company increased the limit of the revolver to \$15.0 million. Available balance at February 28, 2015 is \$6.6 million.

The Company's cash and cash equivalent balances are made up of cash floats and traditional bank balances only.

The Company has a 91% Participating Interest in the operating activities of the Deerfoot and an 87.75% Contributing Interest Responsibility for any capital requirements of the Deerfoot that are provided by financing or can not be provided from operating cash flow.

#### Working capital

Internal working capital requirements for the Company consists of cash floats for the operation of gaming tables, slot machines, VLT's, ATM machines, TITO Kiosks, POS terminals, progressive jackpots and petty cash. Float amounts are set by management and will fluctuate based on activity levels in the casinos. Management works to minimize float balances on premises to a maximum 150% of combined slot cash play and table drop activity levels with cash surplus to this held in bank accounts.

In addition to cash floats on premises, the Company maintains one month's operating expenses, one month's interest cost on traditional debt facilities, one month's interest costs on Debentures and one month's dividends payable to the Common Shareholders less amounts due to related parties. Unused portions of revolving debt are considered working capital in the Company's determination of internal working capital.

Inventory levels and receivable targets vary by operation. Minimum targets include turning combined liquor and food inventories three times per month. Receivables are limited to hotel and banquet operations. Operations are expected to maintain a days sales outstanding (DSO) not greater than 45 days. The Company's objective is to maintain the highest relationship with suppliers and remits all payables within stated terms, typically 30 days, but will take advantage of all early payment discounts offered.

The AGLC requires all casinos to maintain a Minimum Continuing Net Working Capital Position ("MCNWCP"). The MCNWCP is a requirement for casino operations only. Additional working capital from non-casino operations and available debt facilities can be used to satisfy the requirement. The calculation of MCNWCP includes cash floats, restricted cash, one month's operating expenses and one month's interest costs on debt facilities including debentures. The Company's internal working capital requirement typically exceeds requirements of the AGLC.

The Company's demand debt held by Gamehost Limited Partnership and Deerfoot include demand clauses in the event certain performance covenants are not met. Demand loans are presented as current liabilities for financial reporting purposes to recognize these demand clauses. The Company's lender does not consider the loans to be repayable within 12 months.

#### **Debentures**

Debentures are redeemable at the holder's option. Converted Debentures increase the Company's pre-tax cash outlays to investors by 32% comparing the Company's interest obligation on Debentures to discretionary dividend payments.

#### **Commitments**

The Company has an 87.75% Contributing Interest Responsibility to Deerfoot for any capital funding requirements. All current capital requirements of Deerfoot have been satisfied. No capital was contributed during the Year.

The Company has certain other commitments for equipment, services and premises rent under operating leases for which the future minimum payments are as follows:

Commitments						
	2015	2016	2017	2018	2019	Thereafter
Total	1.3	1.3	1.2	1.1	1.1	0.9

(in millions of dollars unless stated otherwise)

## Dividend policy and practice

The board of directors of the Company is responsible for determining the dividend policy of the Company. Being a company formed under the Alberta Business Corporations Act (the "ABCA"), the dividend policy must comply with the requirements of the ABCA, including satisfying the dividend test applicable to ABCA companies (i.e. an ABCA company shall not declare or pay a dividend if there are reasonable grounds for believing that (a) a company is, or would after the payment be, unable to pay its liabilities as they become due or (b) the realizable value of the company's assets would thereby be less than the aggregate of its liabilities and stated capital of all classes).

The monthly dividend policy of the Company is designed to provide for regular monthly dividend payments to holders of Shares in the amount of \$0.0733 per Share (i.e. \$0.8796 per Share on an annualized basis). However, the board of directors of the Company retain the right to modify such dividend policy from time to time at its discretion.

## Dividend pay-out ratio

Dividend pay-out ratio	Q4	4 (twelve months) Q4 (three months)			·)	
	2014	2013	+(-)	2014	2013	+(-)
EBITDA to Shareholders	36.7	34.1	7.6%	9.5	8.2	15.9%
Adjustments (excl NCI)						
Scheduled principal payments on demand debt	(2.4)	(2.3)	4.3%	(0.6)	(0.5)	20.0%
Interest expensed on demand debt	(0.9)	(0.8)	12.5%	(0.2)	(0.2)	0.0%
Interest expensed on debentures	(1.0)	(1.5)	(33.3%)	(0.2)	(0.3)	(33.3%)
Income tax expense	(9.7)	(5.3)	83.0%	(2.7)	(0.7)	285.7%
	22.7	24.2	(6.2%)	5.8	6.5	(10.8%)
Dividends delared	20.7	20.4	1.5%	5.3	5.2	1.9%
<sup>1</sup> Normalized pay-out ratio	91.2%	84.3%	6.9%	91.4%	80.0%	11.4%

<sup>&</sup>lt;sup>1</sup> Share repurchases and capital expenditures funded by operating earnings are removed for the purposes of normalizing dividend pay-out ratios. Portions of these expenditures may be funded by drawing on revolving credit facilities where operating earnings are insufficient in the same period. Additionally, an accounting adjustment for prior year taxes is removed.

### **Productive capacity**

(in millions of dollars unless stated otherwise)

The Company's assets include land, land improvements, buildings, leasehold improvements, and furniture, fixtures and equipment. At the end of the Quarter, productive capacity of the Company consisted of 123 guest rooms and 1 meeting room at Service Plus, 188 guest rooms, 10 meeting/banquet rooms, 1 showroom, 3 restaurants and a lounge at Deerfoot and ancillary amenities for both facilities. Great Northern has a cafe and a segregated showroom while Boomtown has a cafe and an integrated stage/live entertainment area. Also included in productive capacity are the Company's interests in three gaming licenses, one each for Boomtown Casino, Great Northern Casino and Deerfoot Casino. Together these licenses provide a revenue stream for the Company from an equivalent 1,676 electronic gaming devices, 67 table/poker games and other ancillary equipment. The table below summarizes changes in productive capacity since the beginning of operations.

Year	Event	Gaming Sq. Ft	Banquet sq. ft.	Guest rooms	F & B seating	Electronic gaming devices	Tables	Lease/ retail sq. ft.
2003	Inception of Fund	31,864		123	165	420	32	10,530
2003	Great Northern Casino Expansion	9,800	1,200		45	59		
	AGLC adds slot machines					20		
2004	AGLC adds slot machines					83		
2005	Deerfoot opening	24,000	8,000	75	140	252	13	
2006	Boomtown Casino expansion	11,000			40	193		
	AGLC adds slot machines					20		
2007	Deerfoot renovation	480			(20)	23		
2008	AGLC adds slot machines					16		
	Stampede Joint Venture	19,200	480		60	120	8	
	AGLC adds slot machines					3		
2009	AGLC adds slot machines					8		
	Stampede Joint Venture now discontinued operations	(19,200)	(480)		(60)	(120)	(8)	
2010	AGLC adds slot machines					60		
	AGLC adds VLT's					3		
	Acquisition of an additional interest in Deerfoot	31,212	10,200	113	153	448	20	
	Deerfoot table addition						2	
2011	AGLC adds VLT's					3		
2012	AGLC adds slot machines					1		
	AGLC adds VLT's					3		
2013	AGLC adds slot machines	400				30		
	AGLC adds bingo at Great Northern	870	(870)			80		
	AGLC adds VLT's at Great Northern					6		
	Great Northern Casino lounge/showroom expansion		2,600		55			
2014	AGLC adds slot machines					5		
	AGLC adds VLT's at Great Northern					20		
	AGLC removes bingo at Great Northern					(80)		
	Service Plus guestroom decommissioned for use as breakfast room commissary			(1)				
at Decen	nber 31, 2014	109,626	21,130	310	578	1,676	67	10,530

#### Productive capacity maintenance

Productive capacity maintenance costs for facilities of the Company are minimal. Maintaining the shine on our properties so that they continue to attract guests is largely one of regular refurbishment such as paint or new carpets. For the most part, maintenance costs are treated as operational expenses at the time they are incurred and as such are already included in the periodic cash provided by (used for) operating activities as reported in financial statements. Management may, however, undertake smaller capital projects to be paid from cash generated from operating activities. These capital costs, when funded from operating cash flow, would fall into the category of productive capacity maintenance for the purpose of determining cash available for dividend distribution.

Liquor sales require the Company to hold valid liquor licenses issued by the AGLC. Productive capacity maintenance of liquor sales is most significantly related to keeping these licenses in good standing, and requires the Company to pay for liquor orders electronically prior to delivery from AGLC wholesale.

Slot, VLT and Lottery equipment is owned and maintained by the AGLC. Tables are owned or leased and maintained by the Company. Productive capacity maintenance of both tables and electronic gaming devices are more significantly measured in terms of maintenance of the Company's charitable gaming operator licenses issued by the AGLC. Holders of these licenses must adhere to a strict set of terms and conditions. Furthermore, the three year licenses are subject to annual due diligence audits by the AGLC which are at expense to the Company. The Company's charitable gaming operator licenses have consistently received favourable results from these audits. Current licenses are valid to June 30, 2017, but the Company considers the licenses to have indefinite life.

Average annual capitalized costs for productive capacity maintenance are not expected to exceed \$0.8 million.

### Discretionary and other items

From time to time, at their discretion, management or directors may elect to use or reserve cash for other purposes. Discretionary uses of cash reduce the availability of cash for distribution to shareholders.

## Long-term unfunded contractual obligations

The Company has no long-term unfunded contractual obligations. The Company does not have a pension plan or stock based compensation plan. The benign nature of the Company's operations does not require that reserves be set up for environmental clean up, asset retirement or other real or potential liabilities.

## Capital Strategy

Current debt instruments will be maintained or eliminated to the extent they allow for repayment. All of the Company's traditional bank debt instruments allow for additional payments without penalty. Debt maintenance includes regular amortized monthly principal payments, extra principal payments and intermittent payments on outstanding revolving debt instruments when surplus cash is available. Management's objective is to limit Total Debt to EBITDA to a ratio of 2.0: 1 or less until such time as opportunities encourage a different strategy. The Company's Total Debt to EBITDA ratio at the end of the Year is 1.0: 1.

Debentures of the Company issued April 16, 2010, pay interest semi-annually in arrears allowing the Company to use excess cash, between interest payments, for revolving credit line reductions.

Larger scale expansions or acquisitions would be funded by debt or equity at the discretion of the directors of the Company.

The Company intends to repay existing non-revolving debt obligations over a period of time which will allow it to continue to pay dividends in the manner described under "Dividend policy and practice". Current interest rates allow for scheduled amortization periods of between 10 and 15 years in meeting dividend objectives.

## Financing restrictions on dividends caused by debt covenants

The Company has two term loans secured by assets owned or leased by the Company. The first loan has two segments, requiring blended principal and interest payments on one segment which is scheduled to term out over 10 years and interest only payments on a revolving segment. The second loan requires blended principal and interest payments and is scheduled to term out over 15 years.

Debt facilities of the Company require the maintenance of certain financial covenants and conditions. Specifically, the Company must maintain a cash flow coverage ratio of not less than 1.25 to 1 and a debt to tangible net worth ratio of not greater than 3.0 to 1. The Company is in compliance with all covenants and conditions. At the end of the Year these ratios were 3.7 to 1 and 0.9 to 1 respectively.

#### Income taxes

The Company is subject to income taxes. Transitional rules allow for the payment of taxes related to partnership income deferred from the 2011 fiscal year to be made over five years. At the end of the Quarter, deferred taxes on 2011 partnership income totalled \$2.0 million. Payment of 2014 income taxes, will be made from cash generated from operations and available revolving credit facilities if required. Current instalments of \$0.5 million per month are being made.

#### Cash dividends declared

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2015 dividend su	ummary					
			Date			
Month	per Share	Declared	Record	Payment	Net Shares o/s 1	Net paid <sup>1</sup>
January	0.0733	19-Jan-15	31-Jan-15	13-Feb-15	23,600,662	1.7
February	0.0733	17-Feb-15	28-Feb-15	13-Mar-15	23,629,300	-
Total	0.1466					1.7

			Date			
Month	per Share	Declared	Record	Payment	Net Shares o/s 1	Net paid 1
January	0.0733	22-Jan-14	31-Jan-14	14-Feb-14	23,406,464	1.7
February	0.0733	19-Feb-14	28-Feb-14	14-Mar-14	23,454,442	1.7
March	0.0733	17-Mar-14	31-Mar-14	15-Apr-14	23,501,666	1.7
April	0.0733	15-Apr-14	30-Apr-14	15-May-14	23,517,459	1.7
May	0.0733	14-May-14	31-May-14	13-Jun-14	23,563,011	1.7
June	0.0733	18-Jun-14	30-Jun-14	15-Jul-14	23,599,385	1.7
July	0.0733	17-Jul-14	31-Jul-14	15-Aug-14	23,750,840	1.7
August	0.0733	12-Aug-14	31-Aug-14	15-Sep-14	23,770,180	1.7
September	0.0733	16-Sep-14	30-Sep-14	15-Oct-14	23,782,759	1.8
October	0.0733	15-Oct-14	31-Oct-14	14-Nov-14	23,790,644	1.8
November	0.0733	13-Nov-14	30-Nov-14	15-Dec-14	23,802,002	1.8
December	0.0733	16-Dec-14	31-Dec-14	15-Jan-15	23,813,362	1.7
Total	0.8796					20.7

2013 dividend sur	mmary					
			Date			
Month	per Share	Declared	Record	Payment	Net Shares o/s 1	Net paid 1
January	0.0733	3-Jan-13	31-Jan-13	15-Feb-13	22,675,856	1.7
February	0.0733	14-Feb-13	28-Feb-13	15-Mar-13	22,886,275	1.7
March	0.0733	12-Mar-13	31-Mar-13	15-Apr-13	22,977,161	1.7
April	0.0733	9-Apr-13	30-Apr-13	15-May-13	23,022,716	1.7
May	0.0733	21-May-13	31-May-13	14-Jun-13	23,033,738	1.7
June	0.0733	17-Jun-13	30-Jun-13	15-Jul-13	23,173,716	1.7
July	0.0733	15-Jul-13	31-Jul-13	15-Aug-13	23,195,497	1.7
August	0.0733	13-Aug-13	31-Aug-13	13-Sep-13	23,274,742	1.7
September	0.0733	6-Sep-13	30-Sep-13	15-Oct-13	23,418,871	1.7
October	0.0733	15-Oct-13	31-Oct-13	15-Nov-13	23,477,555	1.7
November	0.0733	12-Nov-13	30-Nov-13	13-Dec-13	23,523,657	1.7
December	0.0733	19-Dec-13	31-Dec-13	15-Jan-14	23,566,567	1.7
Total	0.8796					20.4

(in millions of dollars unless stated otherwise)

### Tax attributes of dividends to Shareholders

Dividends paid to Shareholders are considered 'eligible dividends'. Eligible dividends are subject to a schedule of gross-up rates and enhanced dividend tax credits providing the investor with a more favourable income stream for tax purposes. Generally, the Income Tax Act aims to provide a lower tax rate on all dividends ultimately sourced from income subject to the usual corporate level tax rates in Canada (i.e., Income that is not income of a Canadian-controlled private corporation (CCPC) subject to the small business rate).

#### **Income taxes**

Income taxes include provisions for income taxes payable on current year taxable income and temporary differences and carry-forwards which give rise to future income tax assets and liabilities. Taxes are calculated using the applicable combined federal and Alberta tax rate substantively enacted. To the extent taxes can be deferred, they will be calculated at the rate of tax expected at the time the future tax asset or liability will be realized.

## Current income tax

twelve months ended December 31	2014	2013	
Current tax expense	9.8	7.7	
Future tax expense			
Origination and reversal of temporary differences	(1.6)	(1.0)	
	8.2	6.7	

<sup>&</sup>lt;sup>1</sup> Total outstanding shares less shares to be cancelled from purchases made by the Company under normal course issuer bid (NCIB) where dividends were paid to the Company.

#### Reconciliation of effective tax rate

Actual income tax expense differs from the expected income tax expense that would have been computed by applying the statutory income tax rate to earnings before income taxes for the following reasons:

twelve months ended December 31	2014	2013
Profit attributable to shareholders	22.4	20.1
Total income tax expense	8.2	6.7
Profit excluding income tax	30.6	26.8
Income tax using Company's domestic tax rate	25%	25%
Expected income tax expense	7.7	6.7
Changes in income tax expense resulting from:		
Effect of changes in temporary differences	0.5	-
Actual income tax expense	8.2	6.7

## Capital resources

The Company has a term loan secured by its land and buildings. The lender removed a demand clause in the loan at the end of the Year allowing reclassification of a portion of the loan to non-current status. The Company is currently paying interest at a stipulated floor rate of 4.0%; otherwise the rate on this loan is 1.0% above the lender's prime lending rate. The Company is making blended monthly principal and interest payments on the loan amortized over 10 years. A demand revolving loan of \$10.5 million is secured by the same assets and requires interest only payments.

The Company has 6.25% Convertible Unsecured Subordinated Debentures ("Debentures"). The Debentures have a maturity date of July 31, 2015 (the "Maturity Date"). Each Debenture is convertible into common shares at the option of the holder of a Debenture (a "Debentureholder") any time prior to the close of business on the Maturity Date of the Debentures at \$10.65 per Gamehost Inc. common share (the "Conversion Price"). The Company may also call for redemption of the Debentures on the business day immediately preceding the date specified by Gamehost for redemption of the Debentures, at the Conversion Price, being a conversion rate of approximately 93.8967 Gamehost Inc. shares per \$1,000 principal amount of Debentures, subject to adjustment in certain events. There are currently no restrictions on the Company's option to call for redemption provided proper notice is given. A portion of the proceeds from the Debenture issue were allocated to the conversion feature which is reported as equity rather than a liability.

Deerfoot has a term loan secured by its land and buildings. The lender removed a demand clause in the loan at the end of the Year allowing reclassification of a portion of the loan to non-current status. Deerfoot is currently paying interest at a stipulated floor rate of 4.0%; otherwise the rate on this loan is 1.0% above the lender's prime lending rate. Deerfoot is making blended monthly principal and interest payments on the loan amortized over 15 years.

	Maturity	December 31, 2014	December 31, 2013
Credit facilities available at face value			
Revolving credit lines	2020	10.5	9.0
Term loan	2020	7.3	8.6
Debentures face value	2015	12.8	18.9
Deerfoot - term loan	2025	8.3	9.4
Finance lease	2015	0.1	0.2
		39.0	46.1
Carrying value of borrowed amounts			
Current liabilities			
Revolving credit lines		8.4	1.8
Term loan		1.3	8.6
<sup>1</sup> Debentures		12.6	-
Deerfoot - term loan		1.3	9.5
Finance lease		0.1	0.1
		23.7	20.0
Non-current liabilities			
Term loan		6.0	-
<sup>1</sup> Debentures		-	18.0
Deerfoot - term loan		7.0	-
Finance lease		-	0.1
		13.0	18.1
		36.7	38.1
Interest rate			
<sup>2</sup> Revolving Credit Lines		4.00% (P +1.00%)	4.00% (P +1.00%)
<sup>2</sup> Term Loan		4.00% (P +1.00%)	4.00% (P +1.00%)
Debentures face value		6.25%	6.25%
<sup>2</sup> Deerfoot - demand loan		4.00% (P +1.00%)	4.00% (P +1.00%)
Finance lease		4.32%	4.32%

(in millions of dollars unless stated otherwise)

The Company provided an \$11.5 million unsecured limited liability guarantee to the lender of the Deerfoot to indemnify it in the event the Deerfoot does not perform its contractual obligations. At the end of the Year, the maximum potential liability under this guarantee is \$8.3 million. The Company has not recorded a liability with respect to this guarantee, as the Company does not expect to make any payments in excess of what is recorded on the Financial Statements for the aforementioned items. The Company has not charged a fee to Deerfoot in regards to this guarantee. No specific assets have been provided as security.

The Company may cause to be issued unlimited numbers of shares or other securities provided they do not rank ahead of the common shares of the Company as to dividends, voting rights and other rights protected by the Limited Partnership Agreement.

<sup>&</sup>lt;sup>1</sup> The face value of Debentures has been reduced by an equity component representing the value attributed to the Debentures conversion privilege to Shares. The equity component was determined by discounting the cash flows of future interest payments on the Debentures and the final payout of the Debentures at maturity using a cost of capital of 8%. The face value of Debentures is further reduced by Debenture issuing costs which are the amounts incurred to secure the Debenture financing. Debenture issue costs and debenture conversion privileges are amortized to interest expense over the life of the Debentures. The effective interest rate for amortization of the debenture issue costs is 9.6%.

<sup>&</sup>lt;sup>2</sup> Prime rate (P) at the end of the Year was 3.00% reduced to 2.85% in January 2015. All Prime based financing has a floor rate of 4.00%.

### **Financial instruments**

#### Fair value

The fair value of cash, restricted cash, trade and other receivables, trade and other payables, loans and borrowings, finance leases and dividends payable approximate their carrying value due to the short-term maturities of these instruments.

#### Interest rate risk

The Company's interest rate risk arises primarily from its variable rate debt in the aggregate amount of \$24.0 million. The Company is paying interest at a stipulated floor rate of 4.0% on traditional bank term debt and revolving debt; otherwise the rate on these debt instruments is 1.0% above the bank prime lending rate. A 1.0% increase in interest rates would have an unfavourable impact on earnings of \$0.2 million or \$0.01/share on an annualized basis.

#### Credit risk

Credit risk arises from cash held with banks and credit exposure to customers. The Company's day to day commercial banking is with AAA rated Canadian financial institutions. Day to day commercial banking is not concentrated with a single financial institution.

The Company, in the normal course of operations, monitors the financial condition of its customers and notes receivable. The Company does not have significant exposure to any individual customer or counterparty.

Carrying amounts of accounts receivable are reduced on an account specific basis when appropriate. Carrying amounts of accounts receivable are reduced by direct write-off to earnings in the Year of loss recognition. At the end of the Year, past due accounts are insignificant.

## Liquidity risk

Liquidity risk arises from excess financial obligations over available financial assets due at any point in time. The Company's objective in managing liquidity risk is to maintain sufficient readily available reserves in order to meet ongoing liquidity requirements.

Accounts payable, excluding accrued liabilities, are due in 90 days or less.

The Company's lender has scheduled monthly blended payments that will amortize the term loan balance by June, 2020 and Deerfoot term loan balance by February, 2021.

The maturity date on the Company's debentures is the earlier of the holder's election to convert, the Company's call for redemption or the final maturity date of the debentures on July 31, 2015. Converted Debentures increase the Company's pre-tax cash outlays to investors by 32% comparing the Company's interest obligation on Debentures to discretionary dividend payments.

The AGLC requires all casinos to maintain a Minimum Continuing Net Working Capital Position ("MCNWCP"). The MCNWCP is a requirement for casino operations only. Additional working capital from non-casino operations and available debt facilities can be used to satisfy the requirement. The calculation of MCNWCP includes cash floats, restricted cash, one month's operating expenses and one month's interest costs on debt facilities including debentures. The Company's internal working capital requirement typically exceeds that of the AGLC MCNWCP.

Following are the undiscounted contractual maturities of financial liabilities, including estimated interest payments:

As at December 31, 2014	Carrying amount	Contractual cash flows	1 year or less	2 to 5 years	More than 5 years
Trade and other payables	3.8	3.8	3.8	-	-
Finance lease	0.1	0.1	0.1	-	-
Term loans	15.6	17.7	3.1	11.9	2.7
Revolving credit facility	8.4	8.4	-	-	-
Debentures payable	12.8	13.3	13.3	-	-
	40.7	43.3	20.3	11.9	2.7
As at December 31, 2013					
Trade and other payables	4.7	4.7	4.7	-	-
Finance lease	0.2	0.2	0.1	0.1	-
Term loans	18.0	20.5	3.2	12.1	5.4
Revolving credit facility	1.8	1.8	-	-	-
Debentures payable	18.9	20.8	1.2	19.6	-
	43.6	48.0	9.2	31.8	5.4

### **Industry risk**

Service Plus in Grande Prairie derives a significant portion of its business from corporate clients in the energy sector. As a result, the Company is exposed to some industry risk at this operation.

## **Non-controlling interest**

A joint venturer in Deerfoot is entitled to a 9% non-controlling participating interest in the assets, liabilities, equity and income of Deerfoot.

## **Shareholder equity**

The Company is authorized to issue an unlimited number of Shares of any class. The Company has convertible instruments that may be dilutive when conversion privileges are exercised. Common stock is valued at the original contributed capital amount as at the 2003 plan of arrangement forming the former Gamehost Income Fund plus fair value adjustments on former Class B limited partnership units that were converted to common stock plus Shares purchased by the Company for cancellation under normal course issuer bids and amortization of a conversion privilege on the Company's debentures.

## **Related party transactions**

Related party transactions are measured at the exchange amount, which is the amount agreed to by related parties. Related party balances are unsecured and non-interest bearing with no specific terms of repayment.

The Company had related party transactions with the persons of David Will and Darcy Will and/or companies owned or controlled by David Will and/or Darcy Will collectively (the "Wills"). The Wills are key management personnel, directors of the Company and significant shareholders. Together, the Wills control 38.6% of the outstanding common shares of the Company.

• The Company incurred \$1.7 million (\$1.6 million - 2013) in key management personnel compensation with the Wills for the Year which is included in administrative expenses. Compensation is in the form of short term employee benefits, director fees, management agreements and general partnership agreement. Management fees stipulated in management services agreements are based on a percentage of revenues and/or earnings before interest, taxes depreciation and amortization.

A management services agreement between the Company and the Wills stipulates that the Wills are entitled to 1.5% of gross operating profit before interest, taxes, depreciation, amortization and extraordinary items of the Company. These amounts are included in the above figures.

The management services company engaged to perform the services referred to above is also the general partner of Gamehost Limited Partnership. The partnership agreement stipulates that the general partner is entitled to 0.01% of all cash distributions of the partnership. These amounts are included in the above figures.

A management services agreement between Deerfoot and the Wills stipulates that the Wills are entitled to 1.5% of the gross revenues plus 2.0% of operational earnings before interest, taxes, depreciation, amortization and extraordinary items of Deerfoot. These amounts are included in the above figures.

- The Company incurred \$0.2 million (\$0.2 million 2013) of charter aircraft rental expenses with Will Air Inc., a company controlled by the Wills, for the Year which is included in administrative expenses. Travel to the Company's operational centres of Grande Prairie and Ft. McMurray is made more efficient via charter air services than can be accomplished through commercial carriers. \$nil (\$0.1 million 2013) remains in accounts payable at the end of the Year.
- The Company incurred \$0.1 million (\$0.1 million 2013) of office rent expenses for the Year which is
  included in administrative expenses. The Company has corporate office space leased from Darcy Co
  Holdings Ltd., a company wholly owned by Darcy Will. Deerfoot rents its head office space from DJ Will
  Holdings Limited, a company wholly owned by David Will.

The Company incurred \$0.1 million (\$0.1 million – 2013) of rental expenses for the Year which is included in cost of sales. The Company rents tractor trailer parking and storage space from Grande Gaming Inc., a company controlled by the Wills together with the Company's Chief Operating Officer ("COO").

The Company incurred \$0.1 million (\$0.1 million – 2013) in directors fees during the Year paid to other directors of the Company which is included in administrative expenses.

The Company incurred \$nil (\$nil – 2013) of charter aircraft rental expenses with Noren Air Inc., a company controlled by the Company's COO, for the Year which is included in administrative expenses. The current arrangements are verbal with competitive rates for similar typed aircraft.

The Company incurred \$0.6 million (\$0.4 million – 2013) in key management personnel compensation paid to other officers or companies controlled by other officers of the Company which is included in administrative expenses. Included in these figures are fees paid under an operational services agreement between the Company and the Company's COO for overseeing site operations of the Company. During the Year, the COO's agreement was amended to increase the fixed annual remuneration from \$0.2 million to \$0.4 million.

## Business risks, opportunities and outlook

#### **General economic outlook**

What can we add to the many voices trying to make some clarity out of the current state? We'd only be adding noise to an already loud discussion. We operate in a commodity driven economy that has its ups and downs. The current dip is nothing new. It's happened before and will happen again at some point in the future.

## **Government regulation**

The Federal Government has jurisdiction regarding First Nations lands. The Federal Government defers governmental authority to either provincial governments or First Nations Bands at their discretion. The Federal Government, to date, has chosen not to become involved in the smoking-in-public-places debate on First Nations lands. Presently, all First Nations casinos in Alberta permit smoking and enjoy a competitive edge over traditional casino operators who are subject to provincial non-smoking legislation. We believe, however, that this competitive advantage has diminished over time as the public has become accustomed to, and in many cases prefers, smokefree public places including casinos.

The Alberta and Canadian gaming industries are highly regulated by provincial governments resulting in high barriers of entry. Revenue sharing agreements between governments and operators are subject to change by unilateral government action. Revenue sharing and operator agreements are not the same from province to province. Neither are they the same for traditional casino operators and First Nations casino operators. Traditional casino operators in Alberta receive less favourable compensation when compared to competing Alberta First Nations operators and some of their provincial counterparts.

On February 18, 2015, the Board of the AGLC extended a moratorium on the licensing of new casino facilities that had been in place since 2012. At its meeting on January 22, 2015, the Board decided to extend this moratorium indefinitely in order to help prevent market oversaturation and to protect charitable revenue. The AGLC is not currently accepting applications for new casino or REC facilities.

Special interest groups routinely lobby government on a host of matters. Gaming is a subject to public scrutiny both for and against. Lobbying efforts can be effective in influencing government action. Next to the Alberta Government Department of Treasury, provincial charitable groups are the main benefactor to the gaming industry. An uneven playing field between traditional casino operators and First Nations casino operators also creates compensation issues for charitable groups supported by traditional casino operators.

#### Competition

Management is not aware of any gaming expansions that could have a material effect on the Company's operations. We detail below, however, some new and existing conditions that could have moderate impact on operations which we are monitoring.

There are seven casino licences issued in the Calgary region. The Company's Deerfoot Casino is located deep in the SE quadrant of the city with the nearest competitors 13 and 17 kilometres away. The Deerfoot has benefitted greatly from above average growth rates in the surrounding area from the build-up of residential, commercial and light industrial development. Deerfoot is in close proximity to the provinces \$1.3 billion South Health Campus and recent completion of the SE portion of Calgary's ring road is encouraging fill-in development on large tracts of land between the ring road, Health Campus and the Deerfoot property. The area has grown in attractiveness for additional hotel accommodation. A new Marriott branded hotel is currently under construction adjacent to the new South Health Campus with an expected opening of summer 2015. This new 225 room short and long-term stay property will serve the mid-scale luxury market with full service amenities including 5,000 square feet of banquet/meeting space. In response, the Company is undertaking to refresh the Deerfoot and will rampup sales efforts to maintain marketshare.

The First Nations casino on Calgary's western edge opened a new 178 room hotel on May 3, 2014 completing the casino's development to full resort status on closer par with the Deerfoot. One time events such as small banquets and ticket sales for concert offerings will have some direct impact that we will continue to monitor. Indications are that the new offerings have had very little impact thus far.

The new Century Downs Racetrack - Casino (Racino), in Balzac, AB, is still anticipating a Q1 opening in 2015 with initial plans for 550 slot machines and capacity for 650. Located just north of the city limits, the casino will target the north and NW markets of the city that do not currently have a casino venue. Management does not feel the new Racino will have any impact on the Deerfoot due to the 30 minute travelling time between the two venues and two other city casinos located directly between.

The Great Northern Casino in Grande Prairie is the only full service casino in the city. Evergreen Park, the area's agribition and trade grounds are located 8.5 kilometres from the city centre. The park operates a small REC with off-track betting, 99 slot machines and VLT's. Great Northern Casino has the cities premier intimate live entertainment space. The F&B market is competitive and everchanging, but the casino's unique offering provides a competitive niche.

The Company's Service Plus hotel property operates in a highly competitive market, but continues to succeed on superior location and service. The property is directly across from the area's community college and a favoured choice of sports teams. Service Plus is also adjacent to the Gateway Power Centre big box shopping outlet and convenient for those travelling to Grande Prairie as their nearest major market city. A new extended stay hotel is planned for a site directly accross the street from Service Plus. The property is being developed by a related party and is intended to provide services to a different segment of the rooming market. The impact on occupancy at Service Plus is expected to be minimal.

The Company's Boomtown Casino in Fort McMurray operates without any gaming related competition in the trading area. At present, gaming demand is well served by the Company's current capacity. More immediate and significant threats exist to the food and beverage segment of our business as the municipality opens new commercial developments for franchise and independent operators.

In February 2015 AGLC announced it it exploring the possibility of a province wide loyalty program for Alberta casinos. The Company is still evaluating how this initiative, if implemented, would benefit/impact the Company's casinos.

The possibility of online gaming in Alberta was back in the news in February 2015, with the CEO of AGLC estimating some \$100 million leaves the province annually via online gaming sites currently accessble to Albertan's. The Company's assessment, based on the experience of BC's implementation of online gaming, is that it will have minimal impact on land based casinos in Alberta if it receives government approval.

#### International Financial Reporting Standards (IFRS)

### Standards adopted in the Year

The Company has adopted the following new and revised Standards, along with any consequential amendments, effective January 1, 2014. Changes were made in accordance with applicable transitional provisions:

### i) Amendment to IAS 32, Offsetting Financial Assets and Liabilities

On December 16, 2011 the IASB issued amendments to IAS 32 to clarify that an entity currently has a legally enforceable right to set-off if that right is: not contingent on a future event; and enforceable both in the normal course of business and in the event of default, insolvency or bankruptcy of the entity and all counterparties. The amendments to IAS 32 also clarify when a settlement mechanism provides for net settlement or gross settlement that is equivalent to net settlement.

The Company assessed the application of this amendment and determined that the amendment has no impact on the Company's financial statements.

## ii) IAS 36, Impairment of Assets

In May 2013, the IASB issued amendments to IAS 36 which require disclosure of the recoverable amount of impaired assets and additional disclosures about the measurement of the impaired assets when the recoverable amount is based on fair value less costs of disposal, including the discount rate when a present value technique is used to measure the recoverable amount.

Adoption of the amendment has no significant impact on the Company's note disclosures.

## New Standards and interpretations not yet adopted

Standards, and amendments to standards and interpretations that are not yet effective for the year ended December 31, 2014 and have not been applied in preparing these consolidated financial statements are described below. For those standards where earlier application is permitted, the Company expects to apply the changes at the effective date.

#### i) IFRS 11, Amendment - Acquisition of an Interest in a Joint Operation

The objective of the proposed amendment is to improve comparability of reported financial information by providing guidance on how a joint operator accounts for the acquisition of an interest in a joint operation, in which the activity of the joint operation constitutes a business. It would require a joint operator to account for such an acquisition by applying IRFS 3 Business Combinations and other standards, and disclosing the relevant information specified in those IFRSs for business combinations. The amendment is effective for annual periods beginning on or after January 1, 2016 with early adoption permitted.

#### ii) IFRS 15, Revenue From Contracts With Customers

IFRS 15 – Revenue from Contracts with Customers – IFRS 15 is a single and comprehensive framework for revenue recognition that replaces previous revenue Standards. IFRS 15 is effective for annual periods beginning on or after January 1, 2017 and is to be applied retrospectively.

## iii) IFRS 9, Financial Instruments

IFRS 9 – Financial Instruments – IFRS 9 addresses the classification and measurement requirements of financial assets and liabilities and is intended to improve transparency in the disclosure of expected credit losses and is intended to improve the overall usefulness of financial statements for users by revising the current hedge accounting requirements. IFRS 9 is effective for annual periods beginning on or after January 1, 2018 and is to be applied retrospectively. Earlier application is permitted.

Management is currently assessing the impact of the above future accounting changes on the Company's consolidated financial statements.

#### **Additional information**

All required public disclosures including material documents, press releases, annual information form and financial statements of the Company can be found on SEDAR at www.sedar.com. Additional information about the Company can be found at www.gamehost.ca.



- \* I.G. HILLS, FCA
- \* D.G. OSZLI, B. Comm., FCA, CA\*CIA, CMA
- \* R.M. MONEA, B. Comm., CA
- \* K.G. McPHEDRAN, B. Comm., CA
- \* D.S. MINHAS, B. Comm., CA



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#### INDEPENDENT AUDITORS' REPORT

To the Shareholders of Gamehost Inc.:

We have audited the accompanying consolidated financial statements of Gamehost Inc., which comprise the consolidated statements of financial position as at December 31, 2014 and December 31, 2013, the consolidated statements comprehensive income, changes in equity and cash flows for the years then ended, and notes, comprising a summary of significant accounting policies and other explanatory information.

## Management's Responsibility for the Consolidated Financial Statements

Management is responsible for the preparation and fair presentation of these consolidated financial statements in accordance with International Financial Reporting Standards, and for such internal control as management determines is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

### **Auditors' Responsibility**

Our responsibility is to express an opinion on these consolidated financial statements based on our audits. We conducted our audits in accordance with Canadian generally accepted auditing standards. Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the consolidated financial statements. The procedures selected depend on our judgment, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, we consider internal control relevant to the entity's preparation and fair presentation of the consolidated financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by management, as well as evaluating the overall presentation of the consolidated financial statements.

We believe that the audit evidence we have obtained in our audits is sufficient and appropriate to provide a basis for our audit opinion.

#### Opinion

In our opinion, the consolidated financial statements present fairly, in all material respects, the consolidated financial position of Gamehost Inc. as at December 31, 2014, and December 31, 2013, and its consolidated financial performance and its consolidated cash flows for the years then ended in accordance with International Financial Reporting Standards.

Red Deer, Alberta March 10 , 2015 Hospitork Holme & Partner LLP
Chartered Accountants

# Consolidated statements of comprehensive income

In Canadian dollars (millions except	Note		(aud	ited)	(unaudited)			
per share figures)		twe	lve months en	ded December 31	three months en	ded December 31		
			2014	2013	2014	2013		
Operating revenue	6	\$	83.7	\$ 77.6	\$ 22.0	\$ 19.8		
Cost of sales								
Other	5		(42.0)	(39.4)	(11.0)	(10.5)		
Depreciation	15		(2.2)	(2.1)	(0.6)	(0.6)		
			(44.2)	(41.5)	(11.6)	(11.1)		
Gross profit			39.5	36.1	10.4	8.7		
Other income	7		0.2	0.2	-	0.1		
Administrative expenses								
Other	8		(3.5)	(2.9)	(1.0)	(0.8)		
Depreciation	15		(1.8)	(2.0)		· · ·		
			(5.3)	(4.9)				
Profit from operating activities			34.4	31.4	9.0	7.5		
Other (losses) gains	9		(0.1)	-	(0.1)	-		
Finance income	10		0.1	0.1	-	-		
Finance costs	10		(2.3)	(3.3)		-		
Profit before income taxes			32.1	28.2	8.8	7.5		
Income tax expense	11		(8.2)	(6.7)	(1.2)	(2.1)		
Profit			23.9	21.5	7.6	5.4		
Profit attributable to:								
Shareholders of the Company			22.4	20.1	7.2	5.1		
Non-controlling interest			1.5	1.4	0.4	0.3		
			23.9	21.5	7.6	5.4		
Earnings per share	12							
Basic		\$	0.95	\$ 0.87	\$ 0.30	\$ 0.22		
Fully diluted		\$ \$	0.95	\$ 0.87	\$ 0.29	\$ 0.19		
Weighted average number of								
common shares outstanding								
Basic			23.6	23.1	23.7	23.5		
Fully diluted			24.8	24.9	24.9	25.3		

The accompanying notes are an integral part of the consolidated financial statements.

# Consolidated statements of financial position

In Canadian dollars (millions)	Note	(audited)	(audited)
Assets		December 31, 2014	December 31, 2013
Current assets			
Cash		\$ 16.3	\$ 15.0
Restricted cash	13	0.5	0.3
Trade and other receivables	13	1.9	2.3
Inventories	14	0.6	0.6
Prepaid expenses	14	0.5	0.5
Prepaid expenses		19.8	18.7
		15.6	10.7
Non-current assets			
Other receivables	25	0.3	_
Property, plant and equipment	15	73.8	77.4
Intangible assets	16	76.9	76.9
Investment property	17	2.8	2.8
Deferred tax assets	11	-	0.1
		153.8	157.2
		\$ 173.6	\$ 175.9
Liabilities			
<b>Current liabilities</b>			
Trade and other payables		\$ 3.8	\$ 4.7
Loans and borrowings	18	23.7	20.0
Income tax payable	11	3.6	3.0
Dividends payable	19	1.7	1.7
		32.8	29.4
No. of the state of the state of			
Non-current liabilities	18	12.0	18.1
Loans and borrowings  Deferred tax liabilities	10	13.0	_
Deferred tax habilities	11	10.9	11.0
		23.9	29.1
		56.7	58.5
		30.7	36.3
Equity			
Share capital	19	156.3	157.9
Contributed surplus		1.1	1.7
Deficit		(48.6)	(50.3)
Equity attributable to the Company		108.8	109.3
Non-controlling interest		8.1	8.1
3		116.9	117.4
		\$ 173.6	\$ 175.9

The accompanying notes are an integral part of the consolidated financial statements.

On behalf of the Board:

(signed, David J. Will)	(signed, Darcy J. Will)
David J. Will, Director	Darcy J. Will, Director

# Consolidated statements of changes in equity

In Canadian dollars (millions)	Note				(audited	)		
		Chara	<b>C</b> .	a a kadha a ka al			Non-	
		Share capital	C	ontributed surplus	Deficit	Total	controlling interest	Total equity
Equity as at January 1, 2013		\$ 148.1	\$	2.8 \$	(50.0) \$	100.9		
Profit		-		-	20.1	20.1	1.4	21.5
Dividends to shareholders of the Company	19	-		-	(20.4)	(20.4)	-	(20.4)
Distributions to non-controlling interest		-		-	-	-	(1.6)	(1.6)
Shares repurchased for cancellation	19	(3.6)		-	-	(3.6)	-	(3.6)
Conversion of debentures into common shares	19	12.3		-	-	12.3	-	12.3
Conversion privilege on debentures converted to common shares	19	1.1		(1.1)	-	-	-	-
Equity as at January 1, 2014		\$ 157.9	\$	1.7 \$	(50.3) \$	109.3	\$ 8.1	\$ 117.4
Profit		-		-	22.4	22.4	1.5	23.9
Dividends to shareholders of the Company	19	-		-	(20.7)	(20.7)	-	(20.7)
Distributions to non-controlling interest		-		-	-	-	(1.5)	(1.5)
Shares repurchased for cancellation	19	(7.9)		-	-	(7.9)	-	(7.9)
Conversion of debentures into common shares	19	5.7		-	-	5.7	-	5.7
Conversion privilege on debentures converted to common shares	19	 0.6		(0.6)	-	-	-	-
Equity as at December 31, 2014		\$ 156.3	\$	1.1 \$	(48.6) \$	108.8	\$ 8.1	\$ 116.9

The accompanying notes are an integral part of the consolidated financial statements.

# **Consolidated statements of cash flows**

In Canadian dollars (millions)	Note	(aud	lited)	(unaudited)			
		twelve months er	nded December 31	three months en	three months ended December 31		
		2014	2013	2014	2013		
Cash provided by (used in):							
Operating activities		ć 22.0	Ġ 24.5	<b>.</b>	<u> </u>		
Profit and comprehensive income		\$ 23.9	\$ 21.5	\$ 7.6	\$ 5.4		
Adjustments for:							
Depreciation of property, plant	15	4.0	4.1	1.0	1.1		
and equipment	40	2.2	2.2	0.4			
Finance costs	10	2.3	3.3	0.1	-		
Other losses (gains)	9	0.1	-	0.1	-		
Income tax expense	11	8.2	6.7	1.2	2.1		
Characterist		38.5	35.6	10.0	8.6		
Change in:							
Non-cash working capital:  Trade and other receivables		0.2	(0.2)	(0.2)	(0.2)		
Inventories		0.2	(0.2)		` ′		
		-	(0.1)	(0.1) 0.3	(0.1) 0.5		
Prepaid expenses  Trade and other payables		(0.9)	` '	(0.2)			
Finance costs paid		(2.0)		, ,			
•							
Income taxes paid  Net cash provided by operating		(7.7)	(9.2)	(1.6)	(1.4)		
activities		28.1	23.6	8.0	7.3		
detivities							
Investing activities							
Purchase of property, plant and		(= -)	(= .)	45.11	, ·		
equipment	15	(0.4)	(2.1)	(0.1)	(1.1)		
Net cash (used in) investing activities		(0.4)	(2.1)	(0.1)	(1.1)		
(account, account, accounts		(0.1)	(=:1)	(0.1)	(1.1)		
Financing activities							
Proceeds of loans and borrowings		16.8	11.0	5.3	1.2		
Payments on loans and borrowings		(12.7)					
Repayment of finance lease		(0.1)	, ,	` '	-		
Advances on notes receivable		(0.3)		-	-		
Distributions to non-controlling				(0.4)	(0.1)		
interest		(1.5)	(1.6)	(0.4)	(0.4)		
Dividends paid		(20.7)	(20.3)	(5.2)	(5.2)		
Share repurchases		(7.9)			-		
Net cash (used in) financing activities		(26.4)			(7.0)		
Net increase (decrease) in cash		1.3	(4.7)		(0.8)		
Opening cash		15.0	(4. <i>7</i> ) 19.7	14.9	15.8		
Opening cash		15.0	19.7	14.9	13.8		
Closing cash		\$ 16.3	\$ 15.0	\$ 16.3	\$ 15.0		

The accompanying notes are an integral part of the consolidated financial statements.

# **Supplemental disclosures**

\$6.1 million (\$29.5 million - 2013) in debenture liability (non-current loans and borrowings) was settled with conversion to common shares during the Year.

\$nil (\$0.2 million - 2013) in recorded capital expenditures remains unpaid at the end of the Year and has been adjusted to Trade and other payables.

## 1 Reporting entity

Gamehost Inc. (the "Company") is incorporated in Canada under the Business Company's Act (Alberta). The Company's shares and debentures are listed on the Toronto Stock Exchange (the "TSX") under the trading symbols GH and GH.DB respectively. The address of the Company's registered office is Suite 2800 – 715, 5th Avenue S.W. Calgary, Alberta T2P 2X6. The consolidated financial statements of the Company as at and for the twelve months ended December 31, 2014 (the "Year") are comprised of the Company, its wholly owned subsidiary Gamehost Limited Partnership and its 91% controlling interest in Deerfoot Inn & Casino Inc. ("Deerfoot"). The Company currently operates only in the Province of Alberta, Canada. Operations include the Deerfoot Inn & Casino in Calgary, Boomtown Casino in Fort McMurray, the Great Northern Casino in Grande Prairie and Service Plus Inns & Suites ("Service Plus"), a limited service hotel, also located in Grande Prairie. As a complement to the hotel, the Company owns a retail complex (the "Strip Mall") that leases space to a full service restaurant operation and pub. Gaming operations of the Company are controlled by the Alberta Gaming and Liquor Commission (the "AGLC") including Company owned table games and government owned slot machines, video lottery terminals and lottery ticket outlets. Hotel operations of the Company include full and limited service hotels, banquet and convention services. Food, beverages and entertainment are offered at each of the Company's casino locations.

## 2 Basis of presentation

## (a) Statement of compliance and authorization of financial statements

These consolidated financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRS"), as issued by the International Accounting Standards Board ("IASB").

The policies applied in these consolidated financial statements are based on IFRS issued and effective December 31, 2014. These consolidated financial statements were authorized for issue by the Board of Directors on March 10, 2015.

Certain prior year amounts have been reclassified to conform with the presentation adopted in the current year.

## (b) Basis of measurement

These consolidated financial statements have been prepared on historical cost basis except for investment property in the statement of financial position, which is measured at fair value.

## (c) Functional and presentation currency

These consolidated financial statements are presented in Canadian dollars, which is the Company's functional currency. Unless otherwise noted, all figures are expressed in millions of dollars.

## (d) Use of estimates and judgments

The preparation of the consolidated financial statements in conformity with IFRS requires management to make estimates, judgments and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses, and disclosures of contingent assets and liabilities. Actual results may differ materially from these estimates.

Estimates, judgments and assumptions are reviewed on an on-going basis and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. Revisions to accounting estimates are recognized in the period in which the estimates are revised and in any future periods affected.

Significant estimates used in the preparation of these consolidated financial statements include estimates and assumptions used in the determination of the useful lives of property and equipment [note 3(e)], estimating and discounting of future cash flows for impairment testing [note 16], the fair value of investment property [note 3(g)] and the variables in determining the debenture conversion privilege reported as contributed surplus [note 18].

## 2 Basis of presentation (cont.)

Information about critical judgments in applying accounting policies that have the most significant effect on the amounts recognized in the consolidated financial statements is included in the note related to the impairment of financial and non-financial assets [note 3(i) i) ii)].

## 3 Significant accounting policies

The accounting policies set out below have been applied consistently to all periods presented in these consolidated financial statements unless otherwise indicated.

## (a) Basis of consolidation

## i) Business combinations

The Company applies the acquisition method to account for business combinations. The Company measures goodwill at the acquisition date as the fair value of the consideration transferred including the recognized amount of any non-controlling interest in the acquiree, less the net recognized amount (generally fair value) of the identifiable assets acquired and liabilities assumed, all measured as of the acquisition date. When the excess is negative a bargain purchase gain is recognized immediately in profit or loss.

The Company elects on a transaction-by-transaction basis whether to measure non-controlling interest at fair value, or at its proportionate share of the recognized amount of the identifiable net assets, at the acquisition date. Transaction costs that the Company incurs in connection with a business combination, other than those associated with the issue of debt or equity securities, are expensed as incurred.

## i.i) Subsidiaries

Subsidiaries are entities controlled by the Company. The financial statements of the subsidiaries are included in the consolidated financial statements from the date that control commences until the date that control ceases.

Losses applicable to the non-controlling interest in a subsidiary are allocated to the non-controlling interest even if doing so causes the non-controlling interest to have a deficit balance.

The accounting policies of subsidiaries have been changed when necessary to align them with policies adopted by the Company.

### i.ii) Acquisition of non-controlling interest

Acquisition of non-controlling interests are accounted for as transactions with equity holders in their capacity as equity holders. Therefore, no goodwill is recognized as a result of such transactions.

## i.iii) Transactions eliminated on consolidation

Intra-company balances and transactions, and any unrealized income and expenses arising from intra-company transactions, are eliminated in preparing the consolidated financial statements.

## 3 Significant accounting policies (cont.)

### (b) Financial instruments

The Company's financial assets and liabilities are classified into the following categories:

		Measurement
Financial asset/liability	Classification	Amortized Cost
Cash	Loans and receivables	•
Trade and other receivables	Loans and receivables	~
Trade and other payables	Other financial liabilities	~
Loans and borrowings	Other financial liabilities	~

The Company has not classified any of its financial assets as available-for-sale, held-to-maturity or fair value through profit or loss.

### i) Non-derivative financial assets

The Company initially recognizes loans and receivables and deposits on the date that they are originated. All other financial assets are recognized initially on the trade date at which the Company becomes a party to the contractual provisions of the instrument.

The Company derecognizes a financial asset when the contractual rights to the cash flows from the asset expire, or it transfers the rights to receive the contractual cash flows on the financial asset in a transaction in which substantially all the risks and rewards of ownership of the financial asset are transferred. Any interest in transferred financial assets that is created or retained by the Company is recognized as a separate asset or liability.

The Company classifies its non-derivative financial assets in the loans and receivables category. Loans and receivables are financial assets with fixed or determinable payments that are not quoted in an active market. Such assets are recognized initially at fair value plus any directly attributable transaction costs. Subsequent to initial recognition, loans and receivables are measured at amortized cost using the effective interest method, less any impairment losses.

Loans and receivables are comprised of cash and trade and other receivables.

## ii) Non-derivative financial liabilities

The Company initially recognizes debt securities issued and subordinated liabilities on the date that they are originated. All other financial liabilities (including liabilities designated at fair value through profit or loss) are recognized initially on the trade date at which the Company becomes a party to the contractual provisions of the instrument.

The Company derecognizes a financial liability when its contractual obligations are discharged or cancelled or expired.

The Company classifies its non-derivative financial liabilities in the other financial liabilities category. Other financial liabilities are initially recognized at fair value plus any directly attributable transaction costs. Subsequent to initial recognition these financial liabilities are measured at amortized cost using the effective interest method.

Other financial liabilities are comprised of loans and borrowings and trade and other payables.

Financial assets and liabilities are offset and the net amount presented in the statement of financial position when, and only when, the Company has a legal right to offset the amounts and intends either to settle on a net basis or to realize the asset and settle the liability simultaneously.

## 3 Significant accounting policies (cont.)

### iii) Financial liabilities at fair value through profit or loss

A financial liability is classified at fair value through profit or loss (FVTPL) if it is held for trading or if it is designated as FVTPL upon initial recognition. Upon initial recognition, attributable transaction costs are recognized in profit or loss as incurred. Financial liabilities at FVTPL are measured at fair value and changes therein are recognized in profit or loss.

### iv) Share capital

Common shares are classified as equity. Incremental costs directly attributable to the issue of common shares are recognized as a deduction from equity, net of any tax effects.

## v) Compound financial instruments

Compound financial instruments issued by the Company are comprised of it's convertible debentures that can be converted to common shares at the option of the holder. The number of shares issued does not vary with changes in their fair value.

The liability component of a compound financial instrument is recognized initially at the fair value of a similar liability that does not have an equity conversion option. The equity component is recognized initially at the difference between the fair value of the compound financial instrument as a whole and the fair value of the liability component.

Subsequent to initial recognition, the liability component of a compound financial instrument is measured at amortized cost using the effective interest method. The equity component of a compound financial instrument, which is recorded in contributed surplus, is not re-measured subsequent to initial recognition.

Interest and losses and gains, relating to the financial liability are recognized in profit or loss. On conversion, the financial liability is reclassified to equity along with a prorated portion of the original proceeds allocated to the equity component; no gain or loss is recognized on conversion.

### (c) Cash

Cash includes cash on hand, and balances with financial institutions. Cash balances with financial institutions earn interest at a rate of bank prime less 1.65%.

## (d) Inventories

Inventories are measured at the lower of cost or net realizable value. The cost of inventories is based on the first-in first-out method and includes expenditures incurred in acquiring the inventories and other costs incurred in bringing them to their existing location and condition. Net realizable value is the estimated selling price in the ordinary course of business, less the estimated costs of completion and selling expenses.

## (e) Property, plant and equipment

## (i) Recognition and measurement

Items of property, plant and equipment are measured at cost less accumulated depreciation and accumulated impairment losses.

Cost includes expenditures that are directly attributable to the acquisition of the asset. The cost of self-constructed assets includes the cost of materials and direct labour, any other costs directly attributable to bringing the assets to a working condition for their intended use, and borrowing costs on qualifying assets.

# 3 Significant accounting policies (cont.)

When parts of an item of property, plant and equipment have different useful lives, they are accounted for as separate items (major components) of property, plant and equipment.

Gains and losses on disposal of an item of property, plant and equipment are determined by comparing the proceeds from disposal with the carrying amount of property, plant and equipment, and are recognized as a net amount in profit or loss.

## (ii) Subsequent costs

The cost of replacing a part of an item of property, plant and equipment is recognized in the carrying amount of the item if it is probable that the future economic benefits embodied within the part will flow to the Company, and its cost can be measured reliably. The carrying amount of the replaced part is derecognized. The costs of the day-to-day servicing of property, plant and equipment are recognized in profit or loss as incurred.

### (iii) Depreciation

Depreciation is calculated over the depreciable amount, which is the cost of an asset, or other amount substituted for cost, less its residual value.

Depreciation is recognized in profit or loss on a declining or straight-line basis, over the estimated useful lives of each part of an item of property, plant and equipment, since this most closely reflects the expected pattern of consumption of the future economic benefits embodied in the asset.

The estimated useful lives for the current and comparative Years are as follows:

Land Improvements

Buildings

Building - carpet

Leaseholds

Furniture, fixtures and equipment

- 2% straight line

- 4% - 5% declining balance

- 20% straight line

- 5 to 10 years straight line

- 20% - 100% declining balance

Depreciation methods, useful lives and residual values are reviewed at each financial year end and adjusted if appropriate.

### (f) Intangible assets

## Goodwill

Goodwill that arises upon the acquisition of subsidiaries is included in intangible assets. See [note 3(a) i)] for the policy on measurement of goodwill at initial recognition. Following initial recognition, goodwill is measured at cost less any accumulated impairment losses. Goodwill is reviewed annually or more frequently if events or changes in circumstances indicate that the carrying value may be impaired, see note [3(i) ii)].

## Licenses

Licenses are issued by the AGLC and allow for the operation of government owned slot machines, video lottery terminals and lottery ticket kiosks as well as private operator owned table games in private operator facilities. While licenses are renewable every three years, the Company has estimated them to have an indefinite life. They are measured at cost less accumulated impairment losses.

## 3 Significant accounting policies (cont.)

## (g) Investment property

Investment property is property held either to earn rental income or for capital appreciation or for both, but not for sale in the ordinary course of business, use in the production or supply of goods or services or for administrative purposes. Investment property is measured at fair value with any change therein recognized in profit or loss.

When the use of a property changes such that it is reclassified as property, plant and equipment, its fair value at the date of reclassification becomes its cost for subsequent accounting.

The Company's Strip Mall has been classified as investment property.

### (h) Leases

Leases in which the Company assumes substantially all the risks and rewards of ownership are classified as finance leases. Upon initial recognition, the leased asset is measured at an amount equal to the lower of its fair value and the present value of the minimum lease payments. Subsequent to initial recognition, the asset is accounted for in accordance with the accounting policy applicable to that asset.

Minimum lease payments made under finance leases are apportioned between the finance expense and the reduction of the outstanding liability. The finance expense is allocated to each period during the lease term so as to produce a constant periodic rate of interest on the remaining balance of the liability.

Other leases are operating leases and are not recognized in the Company's statement of financial position. Payments made under operating leases are recognized in profit or loss on a straight-line basis over the term of the lease.

### (i) Impairment

i) Financial Assets (including loans and receivables)

A financial asset not carried at fair value through profit or loss is assessed at each reporting date to determine whether there is objective evidence that it is impaired. A financial asset is impaired if objective evidence indicates that a loss event has occurred after the initial recognition of the asset, and that the loss event had a negative effect on the estimated future cash flows of that asset that can be estimated reliably.

Objective evidence that financial assets are impaired can include default or delinquency by a debtor, restructuring of an amount due to the Company on terms that the Company would not consider otherwise, indications that a debtor or issuer will enter bankruptcy, or the disappearance of an active market for a security. In addition, for an investment in an equity security, a significant or prolonged decline in its fair value below its cost is objective evidence of impairment.

The Company considers evidence of impairment for receivables at both a specific asset and collective level. All individually significant receivables are assessed for specific impairment. All individually significant receivables found not to be specifically impaired are then collectively assessed for any impairment that has been incurred but not yet identified. Receivables that are not individually significant are collectively assessed for impairment by grouping together receivables with similar risk characteristics.

In assessing collective impairment the Company uses historical trends of the probability of default, timing of recoveries and the amount of loss incurred, adjusted for management's judgment as to whether current economic and credit conditions are such that the actual losses are likely to be greater or less than suggested by historical trends.

## 3 Significant accounting policies (cont.)

An impairment loss in respect of a financial asset measured at amortized cost is calculated as the difference between its carrying amount and the present value of the estimated future cash flows discounted at the asset's original effective interest rate. Losses are recognized in profit or loss and reflected in an allowance account against receivables. Interest on the impaired asset continues to be recognized through the unwinding of the discount. When a subsequent event causes the amount of impairment loss to decrease, the decrease in impairment loss is reversed through profit or loss.

### ii) Non-financial assets

The carrying amounts of the Company's non-financial assets, other than inventories and deferred tax assets are reviewed at each reporting date to determine whether there is any indication of impairment. If any such indication exists, then the asset's recoverable amount is estimated. For goodwill and intangible assets that have indefinite useful lives, the recoverable amount is estimated each year at the same time or more frequently if indication of impairment exists.

The recoverable amount of an asset or cash-generating unit is the greater of its value in use and its fair value less costs to sell. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. For the purpose of impairment testing, assets that cannot be tested individually are grouped together into the smallest group of assets that generates cash inflows from continuing use that are largely independent of the cash inflows of other assets or groups of assets (the "cash-generating unit, or CGU"). For the purposes of goodwill impairment testing, goodwill acquired in a business combination is allocated to the CGU, or the group of CGUs, that is expected to benefit from the synergies of the combination. This allocation is subject to an operating segment ceiling test and reflects the lowest level at which that goodwill is monitored for internal reporting purposes.

The Company's corporate assets do not generate separate cash inflows and are utilized by more than one CGU. Corporate assets are allocated to CGUs on a reasonable and consistent basis and tested for impairment as part of the testing of the CGU to which the corporate asset is allocated.

An impairment loss is recognized if the carrying amount of an asset or its CGU exceeds its estimated recoverable amount. Impairment losses are recognized in profit or loss. Impairment losses recognized in respect of CGUs are allocated first to reduce the carrying amount of any goodwill allocated to the CGU (group of CGUs), and then to reduce the carrying amounts of the other assets in the CGU (group of CGUs) on a *pro rata* basis.

An impairment loss in respect of goodwill is not reversed. In respect of other assets, impairment losses recognized in prior periods are assessed at each reporting date for any indications that the loss has decreased or no longer exists. An impairment loss is reversed if there has been a change in the estimates used to determine the recoverable amount. An impairment loss is reversed only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation or amortization, if no impairment loss had been recognized.

## (j) Income taxes

Income tax expense is comprised of current and deferred tax. Current tax and deferred tax are recognized in profit or loss except to the extent that it relates to a business combination, or items recognized directly in equity or in other comprehensive income.

Current tax is the expected income tax payable or receivable on the taxable income or loss for the year, using tax rates enacted or substantively enacted at the reporting date, and any adjustment to tax payable or receivable in respect of previous years.

## 3 Significant accounting policies (cont.)

Deferred tax is recognized in respect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. Deferred tax is not recognized for the following temporary differences: the initial recognition of assets or liabilities in a transaction that is not a business combination and that affects neither accounting nor taxable profit or loss, and differences relating to investments in subsidiaries and jointly controlled entities to the extent that it is probable that they will not reverse in the foreseeable future. In addition, deferred tax is not recognized for taxable temporary differences arising on the initial recognition of goodwill. Deferred tax is measured at the tax rates that are expected to be applied to temporary differences when they reverse, based on the laws that have been enacted or substantively enacted by the reporting date. Deferred tax assets and liabilities are offset if there is a legally enforceable right to offset current tax liabilities and assets, and they relate to income taxes levied by the same tax authority on the same taxable entity, or on different tax entities, but they intend to settle current tax liabilities and assets on a net basis or their tax assets and liabilities will be realized simultaneously.

A deferred tax asset is recognized for unused tax losses, tax credits and deductible temporary differences, to the extent that it is probable that future taxable profits will be available against which they can be utilized. Deferred tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable that the related tax benefit will be realized.

## (k) Employee benefits

A defined contribution plan is a post-employment benefit plan under which an entity pays fixed contributions into a separate entity and will have no legal or constructive obligation to pay further amounts. Obligations for contributions to defined contribution pension plans are recognized as an employee benefit expense in profit or loss in the year during which services are rendered by employees. The Canada Pension Plan corresponds to a defined contribution plan.

A liability is recognized for the amount expected to be paid under short term cash bonus if the Company has a present legal or constructive obligation to pay this amount as a result of past service provided by the employee, and the obligation can be estimated reliably.

## (I) Provisions

A provision is recognized if, as a result of a past event, the Company has a present legal or constructive obligation that can be estimated reliably, and it is probable that an outflow of economic benefits will be required to settle the obligation. Provisions are determined by discounting the expected future cash flows at a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability.

### (m) Revenue recognition

Revenue is recognized to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured. Revenue is measured at the fair value of the consideration received. The Company assesses its revenue arrangements against specific criteria in order to determine if it is acting as the principal or agent. The following specific recognition criteria must also be met before revenue is recognized:

## Gaming operations

Revenues from gaming operations consist of the Company's share of the gaming wins net of prizes paid pursuant to its operating agreement with AGLC and are recognized in profit or loss in the same period in which the game is played. Related operating costs are recorded in profit or loss in the period they are incurred.

## 3 Significant accounting policies (cont.)

## Hotel operations

Revenues from hotel operations are recognized in profit or loss when services are rendered to customers, when the selling price is fixed or determinable, and when collection is reasonably assured. Related operating costs are recorded in profit or loss in the period they are incurred.

## Food and beverage operations

Revenues from food and beverage sales are recognized in profit or loss when services are rendered to customers, when the selling price is fixed and determinable, and when collection is reasonably assured. Related operating costs are recorded in profit or loss in the period they are incurred.

In certain locations, food and beverage sales are commission based. When the Company acts in the capacity of an agent rather than as the principal in a transaction, the revenue recognized is the net amount of commissions earned by the Company.

## Investment property

Revenues from investment property are recognized in profit or loss per terms and conditions stipulated in lease agreements with tenants and when lease payments are reasonably assured. Related operating costs are recorded in profit or loss in the period they are incurred.

## (n) Finance income and finance costs

Finance income comprises interest income on funds on deposit. Interest income is recognized as it accrues in profit or loss, using the effective interest method.

Finance costs comprise interest expense on borrowings, unwinding of the discount on provisions, changes in the fair value of financial liabilities at fair value through profit or loss, and impairment losses recognized on financial assets.

Borrowing costs that are not directly attributable to the acquisition, construction or production of a qualifying asset are recognized in profit or loss using the effective interest method.

Foreign currency gains and losses are reported on a net basis.

# (o) Earnings per share

The Company presents basic and diluted earnings per share ("EPS") data for its common shares. Basic EPS is calculated by dividing the profit or loss attributable to common shareholders of the Company by the weighted average of common shares outstanding during the period, adjusted for own shares held. Diluted EPS is determined by adjusting the profit or loss attributable to common shareholders and the weighted average number of common shares outstanding for the effects of all dilutive potential common shares, which are comprised of convertible debentures.

## (p) Segment reporting

An operating segment is a component of the Company that engages in business activities from which it may earn revenues and incur expenses, including revenues and expenses that relate to transactions with any of the Company's other components. All operating segments' operating results are reviewed regularly by the Company's Chief Operating Officer ("COO") to make decisions about resources to be allocated to the segment and assess its performance, and for which discrete financial information is available.

## 3 Significant accounting policies (cont.)

Segment results that are reported to the COO include items directly attributable to a segment as well as those that can be allocated on a reasonable basis. Unallocated items comprise mainly corporate assets (primarily the Company's headquarters), and income tax assets and liabilities.

Segment capital expenditure is the total cost incurred during the Year to acquire property, plant and equipment, and intangible assets other than goodwill.

## (q) Standards adopted in the Year

The Company has adopted the following new and revised Standards, along with any consequential amendments, effective January 1, 2014. Changes were made in accordance with applicable transitional provisions:

## i) Amendment to IAS 32, Offsetting Financial Assets and Liabilities

On December 16, 2011 the IASB issued amendments to IAS 32 to clarify that an entity currently has a legally enforceable right to set-off if that right is: not contingent on a future event; and enforceable both in the normal course of business and in the event of default, insolvency or bankruptcy of the entity and all counterparties. The amendments to IAS 32 also clarify when a settlement mechanism provides for net settlement or gross settlement that is equivalent to net settlement.

The Company assessed the application of this amendment and determined that the amendment has no impact on the Company's financial statements.

### ii) IAS 36, Impairment of Assets

In May 2013, the IASB issued amendments to IAS 36 which require disclosure of the recoverable amount of impaired assets and additional disclosures about the measurement of the impaired assets when the recoverable amount is based on fair value less costs of disposal, including the discount rate when a present value technique is used to measure the recoverable amount.

Adoption of the amendment has no significant impact on the Company's note disclosures.

## (b) New Standards and interpretations not yet adopted

Standards, and amendments to standards and interpretations that are not yet effective for the year ended December 31, 2014 and have not been applied in preparing these consolidated financial statements are described below. For those standards where earlier application is permitted, the Company expects to apply the changes at the effective date.

## i) IFRS 11, Amendment - Acquisition of an Interest in a Joint Operation

The objective of the proposed amendment is to improve comparability of reported financial information by providing guidance on how a joint operator accounts for the acquisition of an interest in a joint operation, in which the activity of the joint operation constitutes a business. It would require a joint operator to account for such an acquisition by applying IRFS 3 Business Combinations and other standards, and disclosing the relevant information specified in those IFRSs for business combinations. The amendment is effective for annual periods beginning on or after January 1, 2016 with early adoption permitted.

## 3 Significant accounting policies (cont.)

### ii) IFRS 15, Revenue From Contracts With Customers

IFRS 15 – Revenue from Contracts with Customers – IFRS 15 is a single and comprehensive framework for revenue recognition that replaces previous revenue Standards. IFRS 15 is effective for annual periods beginning on or after January 1, 2017 and is to be applied retrospectively.

## iii) IFRS 9, Financial Instruments

IFRS 9 – Financial Instruments – IFRS 9 addresses the classification and measurement requirements of financial assets and liabilities and is intended to improve transparency in the disclosure of expected credit losses and is intended to improve the overall usefulness of financial statements for users by revising the current hedge accounting requirements. IFRS 9 is effective for annual periods beginning on or after January 1, 2018 and is to be applied retrospectively. Earlier application is permitted.

Management is currently assessing the impact of the above future accounting changes on the Company's consolidated financial statements.

# 4 Operating segments

The Company's reportable segments are strategic business units that offer different services. They are managed separately because of their unique operational and marketing requirements. Each segment complements the other segments. The Gaming segment includes three casinos offering slot, VLT, lottery and table games. The Hotel segment includes two hotels catering to mid-range clients. The Food and Beverage segment has operations that are located within the casinos and hotels as a complement to those segments.

twelve months ended December 31, 2014	Gaming	Hotel	Food & Beverage	Corporate and Other <sup>(1)</sup>	Total
Operating revenue and other income	49.0	14.8	19.9	0.2	83.9
Other gains (losses)	-	-	-	(0.1)	(0.1)
Finance (costs), net of finance income	(1.1)	(0.8)	(0.5)	0.2	(2.2)
Depreciation	(1.5)	(1.7)	(0.8)	-	(4.0)
Other cost of sales and administrative expenses	(20.9)	(6.8)	(13.3)	(4.5)	(45.5)
Profit before income tax	25.5	5.5	5.3	(4.2)	32.1
Segment assets	78.8	64.4	26.1	4.3	173.6
Segment liabilities	17.1	15.2	7.8	16.6	56.7
Capital expenditures	0.1	0.2	0.1	-	0.4
twelve months ended December 31, 2013	Gaming	Hotel	Food & Beverage	Corporate and Other (1)	Total
Operating revenue and other income	44.1	13.8	19.6	0.3	77.8
Finance (costs), net of finance income	(1.7)	(1.0)	(0.7)	0.2	(3.2)
Depreciation	(1.5)	(1.8)	(0.8)	-	(4.1)
Other cost of sales and administrative expenses	(19.4)	(6.2)	(12.6)	(4.1)	(42.3)
Profit before income tax	21.5	4.8	5.5	(3.6)	28.2
Segment assets	79.5	66.0	26.5	3.9	175.9
Segment liabilities	19.4	14.5	8.3	16.3	58.5
Capital expenditures	1.8	-	0.6	-	2.4

<sup>&</sup>lt;sup>1</sup> Corporate and Other consists of revenues and expenses which are not allocated to segments and do not meet the definition of an operating segment on their own.

## 5 Cost of sales by nature

	twelve months ended  December 31			nths ended mber 31
Cost of sales - Other	2014	2013	2014	2013
Food and beverage inventory used	5.1	4.9	1.5	1.4
Human resources [note 5 (a)]	20.7	19.5	5.5	5.2
Marketing & promotions	3.2	3.1	0.8	0.8
Operating	10.8	9.7	2.7	2.7
Direct overhead and other	2.2	2.2	0.5	0.4
	42.0	39.4	11.0	10.5

(in millions of dollars unless stated otherwise)

## 5(a) Human resources

	twelve months ended December 31		three mo	onths ended
			Dece	mber 31
Human resources	2014	2013	2014	2013
Wages and salaries	18.2	17.1	4.8	4.6
Canada pension plan remittances	0.8	0.7	0.1	-
Employment insurance remittances	0.4	0.5	0.3	0.3
Other human resource related expenses	1.3	1.2	0.3	0.3
	20.7	19.5	5.5	5.2

(in millions of dollars unless stated otherwise)

The Company does not have a defined benefit plan obligation. Employee benefits are limited to those under the Canada Pension Plan ("CPP") for which the Company makes regular contributions with each payroll period. In addition to contributions to CPP, the Company also has an employee Health Spending Plan ("HSP"). Benefits under this plan are limited to fixed annual Company contributions, which if not used for allowable medical expenses as defined by the Canada Revenue Agency, are paid out as taxable income to the employee.

# 6 Operating revenue

	twelve months ended December 31		three months ended		
			Dece	mber 31	
Revenue	2014	2013	2014	2013	
Sale of goods	19.9	19.6	19.9	5.7	
Rendering of services	63.8	58.0	2.1	14.1	
	83.7	77.6	22.0	19.8	

(in millions of dollars unless stated otherwise)

The sale of goods primarily relates to food and beverage revenues with all other revenues being service related.

# 7 Other income

	twelve months ended December 31			onths ended mber 31
Other income	2014	2013	2014	2013
Gross lease revenue	0.2	0.3	-	0.1
Direct costs	-	(0.1)	-	-
Lease revenue from investment property	0.2	0.2	-	0.1

(in millions of dollars unless stated otherwise)

# 8 Administrative expenses - by nature

	twelve months ended  December 31		three months ended December 31		
Administrative expenses - Other	2014	2013	2014	2013	
Corporate salaries	0.5	0.4	0.2	0.1	
Management fees	2.2	1.9	0.6	0.5	
Legal and other professional fees	0.2	0.2	-	-	
General and other	0.6	0.4	0.2	0.2	
	3.5	2.9	1.0	0.8	

(in millions of dollars unless stated otherwise)

# 9 Other (losses) gains

	twelve months ended December 31		three months ended December 31	
Other (losses) gains	2014 2013		2014	2013
Loss on disposal of property, plant and equipment	(0.1)	-	(0.1)	-
	(0.1)	-	(0.1)	-

(in millions of dollars unless stated otherwise)

# 10 Finance income and finance costs recognized in profit or loss

	twelve months ended December 31		three months ended December 31	
Net finance costs recognized in profit or loss	2014	2013	2014	2013
Interest income on bank deposits	0.1	0.1		-
Finance income	0.1	0.1	-	-
Debenture interest Debenture amortization	1.0	1.4 1.0	0.1 (0.2)	0.2 (0.4)
Interest on term loans	0.9	0.9	0.2	0.2
Finance costs	2.3	3.3	0.1	-
Net finance costs recognized in profit or loss	2.2	3.2	0.1	-

### 11 Income tax expense

#### Current income tax

twelve months ended December 31	2014	2013	
Current tax expense	9.8	7.7	
Deferred tax expense			
Origination and reversal of temporary differences	(1.6)	(1.0)	
Income tax expense	8.2	6.7	

(in millions of dollars unless stated otherwise)

## Reconciliation of effective tax rate

Actual income tax expense differs from the expected income tax expense that would have been computed by applying the statutory income tax rate to earnings before income taxes for the following reasons:

twelve months ended December 31	2014	2013
Shareholder profit before income taxes	30.6	26.8
Income tax using Company's domestic tax rate	25%	25%
Expected income tax expense	7.7	6.7
Adjustments in determining income tax expense		
Effect of changes in temporary differences	0.5	-
Income tax expense	8.2	6.7

(in millions of dollars unless stated otherwise)

Recent changes to tax laws as they relate to the Company's liability for current and deferred taxes have been factored into the determination of reported taxes. No foreseeable events have materialized or are expected to materialize that would result in a risk to tax rates used in the determination of the Company's liability for current or deferred tax.

## Deferred income tax

## a) Recognized deferred tax assets and liabilities

The income tax effects of temporary differences that give rise to significant portions of the deferred tax assets and liabilities are presented below:

December 31		2014			2013	
	Assets	Liabilities	Net	Assets	Liabilities	Net
Debenture issuance costs	-	(0.1)	(0.1)	-	(0.1)	(0.1)
Deferred partnership income	-	(2.7)	(2.7)	-	(2.9)	(2.9)
Finance lease obligation	-	-	-	0.1	-	0.1
Intangible assets	-	(6.1)	(6.1)	-	(5.9)	(5.9)
Property, plant and equipment	-	(2.0)	(2.0)	-	(2.1)	(2.1)
Deferred tax assets (liabilities)	-	(10.9)	(10.9)	0.1	(11.0)	(10.9)

# 11 Income tax expense (cont.)

# b) Movement in deferred tax balances

twelve months ended December 31		2014			2013		
	Opening	Recognized in profit	Closing	Opening	Recognized in profit	Closing	
Debenture issuance costs	(0.1)	-	(0.1)	(0.1)	-	(0.1)	
Deferred partnership income	(2.9)	0.2	(2.7)	(3.7)	0.8	(2.9)	
Finance lease obligation	0.1	(0.1)	-	0.1	-	0.1	
Intangible assets	(5.9)	` '	(6.1)	(5.7)	(0.2)	(5.9)	
Property, plant and equipment	(2.1)		(2.0)	(0.5)	0.4	(2.1)	
Deferred tax assets (liabilities)	(10.9)	-	(10.9)		1.0	(10.9)	

(in millions of dollars unless stated otherwise)

# 12 Earnings per share

Basic earnings per share

The calculation of basic earnings per share is based on the profit attributable to common shareholders and weighted average number of common shares outstanding calculated as follows:

	twelve months ended		three mo	nths ended
	Decen	nber 31	December 31	
Profit attributable to common shareholders	2014 2013		2014	2013
Profit and comprehensive income	23.9	21.5	7.6	5.4
Less: attributable to non-controlling interest	1.5	1.4	0.4	0.3
Profit attributable to common shareholders	22.4	20.1	7.2	5.1

	tw	twelve months ended  December 31			three months ended December 31		
Weighted average number of common shares	20	2014 2013		2014	2013		
Opening balance of common shares		23.6	22.6	23.8	23.4		
Weighted average effect of debenture conversions		0.3	0.7	-	0.1		
Weighted average effect of common shares purchased for cancellation		(0.3)	(0.2	(0.1)	-		
Weighted average common shares outstanding		23.6	23.1	23.7	23.5		
Basic earnings per share	\$	0.95	\$ 0.87	\$ 0.30	\$ 0.22		

## 12 Earnings per share (cont.)

Diluted earnings per share

The calculation of diluted earnings per share is based on profit attributable to common shareholders adjusted for the effects of all potentially dilutive common shares, and the weighted average number of diluted common shares outstanding, calculated as follows:

		twelve months ended December 31		onths ended mber 31
Profit attributable to common shareholders	2014	2014 2013		2013
Profit attributable to common shares (basic)	22.4	20.1	7.2	5.1
Interest expense on debentures	1.0	1.5	0.2	0.3
Amortization on debentures	0.4	1.0	(0.2)	(0.4)
Tax effect of above adjustments	(0.3)	(0.4)	(0.1)	(0.1)
Profit attributable to common shareholders (diluted)	23.5	22.2	7.1	4.9

	twelve	twelve months ended			onths ended
	De	December 31			mber 31
Weighted average number of common shares	2014		2013	2014	2013
Weighted average number of common shares (basic)	23	.6	23.1	23.7	23.5
Dilutive effect of convertible debentures	1	.2	1.8	1.2	1.8
Weighted average number of common shares (diluted)	24	.8	24.9	24.9	25.3
Diluted earnings per share	\$ 0.9	95	\$ 0.87	\$ 0.29	\$ 0.19

(in millions of dollars unless stated otherwise)

Convertible debentures had an anti-dilutive effect on earnings per share over twelve months in the comparable year.

### 13 Restricted cash

Restricted cash consists of progressive jackpot funds that have accumulated over time on specific progressive table games and Bad Beat funds for table games. Progressive jackpot funds and Bad Beat funds are not available for use in general operations. Included in trade and other payables is \$0.5 million (\$0.3 million - 2013) relating to progressive jackpots and poker pots.

## 14 Inventories

	December 31, 2014	December 31, 2013
Consumables	0.1	0.1
Product supplies	0.5	0.5
	0.6	0.6

(in millions of dollars unless stated otherwise)

Consumables consist of supplies that are used in daily operations including uniforms and cards. Product supplies include food, liquor and mix and other condiments used in the supply of food and beverages. In 2014, consumables, merchandise and product supplies recognized as a cost of sales amounted to \$5.4 million (\$5.2 million - 2013). During 2014 and 2013 no inventories were written down, and no reversals of previous write-downs occurred.

# 15 Property, plant and equipment

	Land and other	Land Improvement	Buildings	Leaseholds	Furniture and equipment 1	Total
Cost						
At January 1, 2014	10.9	3.3	74.6	2.8	20.1	111.7
Additions	-	-	0.3	-	0.2	0.5
Disposals	-	-	(0.1)	-	-	(0.1)
At December 31, 2014	10.9	3.3	74.8	2.8	20.3	112.1
Accumulated depreciation						
At January 1, 2014	=	0.6	17.2	2.0	14.5	34.3
Depreciation	-	-	2.5	0.3	1.2	4.0
At December 31, 2014	-	0.6	19.7	2.3	15.7	38.3
Carrying value at December 31, 2014	10.9	2.7	55.1	0.5	4.6	73.8

	Land and other	Land Improvement	Buildings	Leaseholds	Furniture and equipment 1	Total
Cost						
At January 1, 2013	10.9	3.3	73.0	2.6	19.6	109.4
Additions	-	-	1.6	0.2	0.5	2.3
At December 31, 2013	10.9	3.3	74.6	2.8	20.1	111.7
Accumulated depreciation						
At January 1, 2013	-	0.5	14.8	1.7	13.2	30.2
Depreciation	-	0.1	2.4	0.3	1.3	4.1
At December 31, 2013	-	0.6	17.2	2.0	14.5	34.3
Carrying value at December 31, 2013	10.9	2.7	57.4	0.8	5.6	77.4

(in millions of dollars unless stated otherwise)

Certain equipment and machines on premises of the Company are provided by and owned by AGLC and have not been included in these financial statements.

<sup>&</sup>lt;sup>1</sup> Includes assets under finance lease at Deerfoot at a cost of \$0.3 million (\$0.3 million - 2013) with a carrying value of \$0.1 million (\$0.2 million - 2013).

## 16 Intangible assets

	December 31, 2014	December 31, 2013	
Goodwill	57.9	57.9	
Licences	19.0	19.0	
	76.9	76.9	

(in millions of dollars unless stated otherwise)

For the purpose of impairment testing, intangible assets are allocated to the Company's cash generating units ("CGU's") which represent the lowest level within the Company at which the intangibles are monitored for internal management purposes, which is not higher than the Company's operating segments.

Inputs used to determine the fair value of goodwill and intangible assets are unobservable and therefore classified as Level 3. Goodwill and intangible assets with indefinite lives are tested annually for impairment. The impairment test is based on fair value less costs to sell determined using a discounted cash flow model and marketplace participant assumptions. Cash flows were projected over a five-year period using projected operating results for 2015. Projected results for 2015 include a significant downside adjustment to 2014 operating results anticipating the current collapse in oil prices will eventually have an impact on disposable incomes in the province. Years 2 to 4 include a 1% annual increase in cash flow (year 1, 5%, years 2 to 4, 2.5% - 2013). Cash flows were discounted with a pre-tax rate of 14% (16% - 2013). Salvage values include land only in year 5. The costs to sell are based on an estimated percentage of the fair value.

Management uses judgement in determining the fair market value of its CGU's where there are indicators the fair values may have changed significantly and at points in time where independent assessment of same are not current or cost effective to obtain. The fair value of Great Northern Casino was amended upwards in 2013 based on an independent appraisal of Boomtown Casino which was completed in 2013. Management assessed factors common to both Great Northern Casino and Boomtown Casino and determined the likely effect on Great Northern Casino from their effect on the Boomtown Casino since a previous independent appraisal was completed for both CGU's in 2010.

The aggregate carrying and recoverable amounts allocated to each CGU quantifying that no impairment exists are as follows:

	De	ecember 31, 20	14	[	December 31, 20	13
CGU	Carrying Value	Recoverable Amount	Excess (Impairment)	Carrying Value	Recoverable Amount	Excess (Impairment)
Great Northern Casino	41.3	43.8	2.5	42.1	43.7	1.6
Boomtown Casino	21.1	85.1	64.0	24.3	85.0	60.7
Service Plus	7.1	18.4	11.3	7.4	18.4	11.0
Deerfoot Casino	54.4	75.5	21.1	56.0	74.5	18.5
Deerfoot Hotel	26.3	36.5	10.2	32.0	37.3	5.3
	150.2	259.3	109.1	161.8	258.9	97.1

(in millions of dollars unless stated otherwise)

## 17 Investment property

The Company classifies the Strip Mall as an investment property. This property is located in Grande Prairie and earns tenant lease income. There were no changes to the fair value of the investment property during the Year.

# 18 Loans and borrowings

The Company has a term loan secured by its land and buildings. The lender removed a demand clause in the loan at the end of the Year allowing reclassification of a portion of the loan to non-current status. The Company is currently paying interest at a stipulated floor rate of 4.0%; otherwise the rate on this loan is 1.0% above the lender's prime lending rate. The Company is making blended monthly principal and interest payments on the loan amortized over 10 years. A demand revolving loan of \$10.5 million is secured by the same assets and requires interest only payments.

The Company has 6.25% Convertible Unsecured Subordinated Debentures ("Debentures"). The Debentures have a maturity date of July 31, 2015 (the "Maturity Date"). Each Debenture is convertible into common shares at the option of the holder of a Debenture (a "Debentureholder") any time prior to the close of business on the Maturity Date of the Debentures at \$10.65 per Gamehost Inc. common share (the "Conversion Price"). The Company may also call for redemption of the Debentures on the business day immediately preceding the date specified by Gamehost for redemption of the Debentures, at the Conversion Price, being a conversion rate of approximately 93.8967 Gamehost Inc. shares per \$1,000 principal amount of Debentures, subject to adjustment in certain events. There are currently no restrictions on the Company's option to call for redemption provided proper notice is given. A portion of the proceeds from the Debenture issue were allocated to the conversion feature which is reported as equity rather than a liability.

Deerfoot has a term loan secured by its land and buildings. The lender removed a demand clause in the loan at the end of the Year allowing reclassification of a portion of the loan to non-current status. Deerfoot is currently paying interest at a stipulated floor rate of 4.0%; otherwise the rate on this loan is 1.0% above the lender's prime lending rate. Deerfoot is making blended monthly principal and interest payments on the loan amortized over 15 years.

Deerfoot has a finance lease on security monitoring equipment. Deerfoot is currently making scheduled payments with an effective interest rate of 4.32% amortized over three years maturing in 2015.

	Maturity	December 31, 2014	December 31, 2013
Credit facilities available at face value			
Revolving credit lines	2020	10.5	9.0
Term loan	2020	7.3	8.6
Debentures face value	2015	12.8	18.9
Deerfoot - term loan	2025	8.3	9.4
Finance lease	2015	0.1	0.2
		39.0	46.1
Carrying value of borrowed amounts			
Current liabilities			
Revolving credit lines		8.4	1.8
Term loan		1.3	8.6
<sup>1</sup> Debentures		12.6	-
Deerfoot - term loan		1.3	9.5
Finance lease		0.1	0.1
		23.7	20.0
Non-current liabilities			
Term Loan		6.0	-
<sup>1</sup> Debentures		-	18.0
Deerfoot - term loan		7.0	-
Finance lease		-	0.1
		13.0	18.1
		36.7	38.1
Interest rate			
<sup>2</sup> Revolving Credit Lines		4.00% (P +1.00%)	4.00% (P +1.00%)
<sup>2</sup> Term Loan		4.00% (P +1.00%)	4.00% (P +1.00%)
Debentures face value		6.25%	6.25%
<sup>2</sup> Deerfoot - term loan		4.00% (P +1.00%)	4.00% (P +1.00%)
Finance lease		4.32%	4.32%
(in millions of dollars unless stated otherwise)			

## 18 Loans and borrowings (cont.)

<sup>1</sup> The face value of Debentures has been reduced by an equity component representing the fair value attributed to the Debentures conversion privilege to common shares of \$1.1 million (\$1.7 million - 2013). The equity component was determined by discounting the cash flows of future interest payments on the Debentures and the final pay-out of the Debentures at maturity using a cost of capital of 8%. The face value of Debentures is further reduced by Debenture issuance costs \$0.3 million (\$0.8 million - 2013) which are the amounts incurred to secure the Debenture financing. Debenture issuance costs and debenture conversion privileges are amortized to interest expense over the life of the Debentures. The effective interest rate for amortization of the debenture issue costs is 9.6%. Between interest payment dates the carrying value of the outstanding debentures is adjusted for the acretive impact of the effective interest rate versus the coupon rate.

## 19 Equity

	twelve months ended December 31, 2014		twelve months ended December 31, 2013	
	Shares \$'s		Shares	\$'s
Opening number of common shares	23.6	157.9	22.6	148.1
Common sharess issued on debenture conversions	0.6	6.3	1.2	13.4
Common sharess purchased for cancellation under normal course issuer bid	(0.6)	(7.9)	(0.2)	(3.6)
Ending number of common shares	23.6	156.3	23.6	157.9

(in millions of dollars unless stated otherwise)

## Normal course issuer bid(s)

On April 17, 2013 the Company commenced a normal course issuer bid (the "2013 Bid"). Pursuant to the 2013 Bid, Gamehost intends to repurchase for cancellation up to a maximum 1.3 million common shares being equal to 10% of Gamehost's 'public float' outstanding on April 4, 2013. Notwithstanding the foregoing, pursuant to the rules of the TSX, Gamehost may not purchase more than 2,275 common shares in any one day, such amount being equal to 25% of the average daily trading volume for the six months ended March 31, 2013. Pursuant to the 2013 Bid, Gamehost repurchased 195,800 common shares during the Year at market prices averaging \$14.53 per common share including commissions (270,850 at \$13.31 - 2013). The 2013 Bid expired April 16, 2014.

On April 17, 2014 the Company commenced a normal course issuer bid (the "2014 Bid"). Pursuant to the 2014 Bid, Gamehost intends to repurchase for cancellation up to a maximum 1.3 million common shares being equal to 10% of Gamehost's 'public float' outstanding on March 31, 2014. Notwithstanding the foregoing, pursuant to the rules of the TSX, Gamehost may not purchase more than 2,402 common shares in any one day, such amount being equal to 25% of the average daily trading volume for the six months ended March 31, 2014. Pursuant to the 2014 Bid, Gamehost repurchased 337,900 common shares during the Year at market prices averaging \$14.86 per common share including commissions.

# Convertible debentures

During the Year \$6.1 million (\$12.8 million - 2013) in face value debentures were converted to common shares leaving a total of \$12.8 million (\$18.9 million - 2013). Fractional shares from conversions during the Year were expensed. A prorata share of the debenture conversion priviledge was reclassified to share capital on each conversion. Otherwise, the Company did not have any options, warrants, or rights that would be potentially dilutive during the Year.

<sup>&</sup>lt;sup>2</sup> Prime rate (P) at the end of the Year was 3.00%. All Prime based financing has a floor rate of 4.00%.

## 19 Equity (cont.)

#### Common shares

Common shares of the Company have no par value. The Company is authorized to issue an unlimited number of common shares without nominal or par value to which shares shall be attached the right to vote at any meeting of shareholders of the Company; receive any dividend declared by the Company; and receive the remaining property of the Company upon dissolution.

#### Dividends

Dividends declared at Record Date	2014		2013	
	per Share		per Share	
January	0.0733	1.70	0.0733	1.70
February	0.0733	1.70	0.0733	1.70
March	0.0733	1.70	0.0733	1.70
April	0.0733	1.70	0.0733	1.70
May	0.0733	1.70	0.0733	1.70
June	0.0733	1.70	0.0733	1.70
July	0.0733	1.70	0.0733	1.70
August	0.0733	1.70	0.0733	1.70
September	0.0733	1.80	0.0733	1.70
October	0.0733	1.80	0.0733	1.70
November	0.0733	1.80	0.0733	1.70
December	0.0733	1.70	0.0733	1.70
	0.8796	20.70	0.8796	20.40

(in millions of dollars unless stated otherwise)

Dividends are considered "eligible" dividends for income tax purposes of the holder.

### Other shares

The Company may cause to be issued unlimited numbers of shares or other securities provided they do not rank ahead of the common shares of the Company as to dividends, voting rights and other rights protected by the Limited Partnership Agreement.

## 20 Related party transactions

Related party transactions are measured at the exchange amount, which is the amount agreed to by related parties. Related party balances are unsecured and non-interest bearing with no specific terms of repayment.

The Company had related party transactions with the persons of David Will and Darcy Will and/or companies owned or controlled by David Will and/or Darcy Will collectively (the "Wills"). The Wills are key management personnel, directors of the Company and significant shareholders. Together, the Wills control 38.6% of the outstanding common shares of the Company.

• The Company incurred \$1.7 million (\$1.6 million - 2013) in key management personnel compensation with the Wills for the Year which is included in administrative expenses. Compensation is in the form of short term employee benefits, director fees, management agreements and general partnership agreement. Management fees stipulated in management services agreements are based on a percentage of revenues and/or earnings before interest, taxes depreciation and amortization.

A management services agreement between the Company and the Wills stipulates that the Wills are entitled to 1.5% of gross operating profit before interest, taxes, depreciation, amortization and extraordinary items of the Company. These amounts are included in the above figures.

## 20 Related party transactions (cont.)

The management services company engaged to perform the services referred to above is also the general partner of Gamehost Limited Partnership. The partnership agreement stipulates that the general partner is entitled to 0.01% of all cash distributions of the partnership. These amounts are included in the above figures.

A management services agreement between Deerfoot and the Wills stipulates that the Wills are entitled to 1.5% of the gross revenues plus 2.0% of operational earnings before interest, taxes, depreciation, amortization and extraordinary items of Deerfoot. These amounts are included in the above figures.

- The Company incurred \$0.2 million (\$0.2 million 2013) of charter aircraft rental expenses with Will Air Inc., a company controlled by the Wills, for the Year which is included in administrative expenses. Travel to the Company's operational centres of Grande Prairie and Ft. McMurray is made more efficient via charter air services than can be accomplished through commercial carriers. \$nil (\$0.1 million 2013) remains in accounts payable at the end of the Year.
- The Company incurred \$0.1 million (\$0.1 million 2013) of office rent expenses for the Year which is included in administrative expenses. The Company has corporate office space leased from Darcy Co Holdings Ltd., a company wholly owned by Darcy Will. Deerfoot rents its head office space from DJ Will Holdings Limited, a company wholly owned by David Will.

The Company incurred \$0.1 million (\$0.1 million – 2013) of rental expenses for the Year which is included in cost of sales. The Company rents tractor trailer parking and storage space from Grande Gaming Inc., a company controlled by the Wills together with the Company's Chief Operating Officer ("COO").

The Company incurred 0.1 million (0.1 million – 0.13) in directors fees during the Year paid to other directors of the Company which is included in administrative expenses.

The Company incurred \$nil (\$nil – 2013) of charter aircraft rental expenses with Noren Air Inc., a company controlled by the Company's COO, for the Year which is included in administrative expenses. The current arrangements are verbal with competitive rates for similar typed aircraft.

The Company incurred \$0.6 million (\$0.4 million – 2013) in key management personnel compensation paid to other officers or companies controlled by other officers of the Company which is included in administrative expenses. Included in these figures are fees paid under an operational services agreement between the Company and the Company's COO for overseeing site operations of the Company. During the Year, the COO's agreement was amended to increase the fixed annual remuneration from \$0.2 million to \$0.4 million.

## 21 Commitments

The Company has an 87.75% Contributing Interest Responsibility to Deerfoot for any capital funding requirements. All current capital requirements of Deerfoot have been satisfied. No capital was contributed during the Year.

The Company has certain other commitments for equipment, services and premises rent under operating leases for which the future minimum payments are as follows:

Commitments						
	2015	2016	2017	2018	2019	Thereafter
Total	1.3	1.3	1.2	1.1	1.1	0.9

## 22 Determination of fair values

Some of the Company's accounting policies require the determination of fair value. Fair values have been determined for measurement and disclosure purposes as follows:

## Non-financial assets

The Company's non-financial assets requiring impairment testing consist of property, plant and equipment [note 3(e)] and intangible assets [note 3(f)]. The Company's intangible assets consist of goodwill and licenses both of which have indefinite lives. Non-financial assets are reviewed at each reporting date for indications of impairment. If any indication of impairment exists, the recoverable amount of the asset(s) is estimated. Regardless of any indication of impairment, the recoverable amounts of intangible assets are determined annually at December 31.

Assets that cannot be tested individually for impairment are grouped into cash generating units ("CGUs"). A CGU is defined as the smallest group of assets that generate cash inflows that are largely independent of cash inflows of other CGU's. Intangible assets that were acquired in a business combination are allocated to the CGU's that are expected to benefit from the business combination. All of the Company's non-financial assets have been grouped or allocated to CGU's.

An impairment loss is recognized when the carrying amount of a CGU is greater than its estimated recoverable amount. Impairment losses are recognized in profit(loss) in the period in which they occur. An impairment loss at a CGU will be allocated first to any goodwill to the extent there is goodwill included in the CGU and then to licenses to the extent there is licenses included in the CGU and then to other assets in the CGU on a prorated basis.

Impairment losses that reduce the value of goodwill are never reversed. Impairment losses that reduce the value of other assets may be reversed if a change in estimates used to determine the recoverable amount warrants a reversal. The reversal of an impairment cannot exceed the carrying amount that would have been determined if the impairment loss had never been recognized.

There is no indication of impairment in any of the Company's non-financial assets and no impairment loss has been recorded or reversed during the Year.

No events have occurred or are expected to occur that would change our assessment of the Company's determination of CGU's. Factors used in determination of the Company's CGU's, such as customer base and independent cash flows remain consistent with the date of determination of the Company's CGU's.

Estimates relating to the fair value of the debenture conversion privilege reported as contributed surplus include the determination of the cost of capital. The Company's cost of capital was determined by evaluating the Company's current and future expected costs of debt including a risk premium for potential default. No events have occurred or are expected to occur that would result in a material risk to the established cost of capital based on cost of debt. Furthermore, the Company has evaluated the cost of equity by reviewing other similar investments with comparable risk profiles. No events have occurred and no events are expected to occur that would result in a material risk to the established cost of capital based on cost of equity. Yield rates for comparable investments have not changed significantly since our original assessment of cost of equity.

## 22 Determination of fair values (cont.)

### Investment property

There is no indication of impairment of the Company's investment property and no impairment loss has been recorded or reversed during the year.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date.

The fair value hierarchy categorizes into three levels the inputs to valuation techniques used to measure fair value. The fair value hierarchy gives the highest priority to quoted prices (unadjusted) in active markets for identical assets or liabilities (Level 1 inputs) and the lowest priority to unobservable inputs (Level 3 inputs).

- Level 1 inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities that the
  entity can access at the measurement date.
- Level 2 inputs are inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly such as derived from prices.
- · Level 3 inputs are unobservable inputs for the asset or liability.
- a) Assets and liabilities measured at fair value on a recurring basis

The Company's assets and liabilities recorded at fair value are as follows:

at December 31, 2014	Level 1	Level 2	Level 3	Total
Financial assets				
Cash	16.3	-	-	16.3
Restricted cash	0.5	-	-	0.5
Other Receivables	0.4			0.4
Investment property	-	2.8	-	2.8
	17.2	2.8	-	20.0
Financial liabilities				
Loans and borrowings	24.1	-	-	24.1
Debentures	16.7	-	-	16.7
	40.8	-	-	40.8

(in millions of dollars unless stated otherwise)

at December 31, 2013	Level 1	Level 2	Level 3	Total
Financial assets				
Cash	15.0	-	-	15.0
Restricted cash	0.3	-	-	0.3
Investment property	-	2.8	-	2.8
	15.3	2.8	-	18.1
Financial liabilities				
Loans and borrowings	20.1	-	-	20.1
Debentures	26.3	-	-	26.3
	46.4	-	-	46.4

## 22 Determination of fair values (cont.)

The fair values of financial assets and liabilities, together with the carrying amounts shown in the statement of financial position, are as follows:

	December 31, 2014		December 31, 2013	
	Carrying amount	Fair value	Carrying amount	Fair value
Assets carried at amortized cost				
Cash	16.3	16.3	15.0	15.0
Restricted cash	0.5	0.5	0.3	0.3
Trade and other receivables	1.9	1.9	2.3	2.3
	18.7	18.7	17.6	17.6
Liabilities carried at amortized cost				
Trade and other payables	3.8	3.8	4.7	4.7
Loans and borrowings	24.1	24.1	20.1	20.1
Debentures payable	12.6	16.6	18.0	26.3
	40.5	44.5	42.8	51.1

(in millions of dollars unless stated otherwise)

## b) Valuation techniques

Cash, restricted cash, accounts receivable, other receivables, accounts payable and accrued liabilities approximate their carrying values due to their short term nature.

### Investment property

The Company's investment property is a Level 2 financial instrument. The property was appraised by an external, independent valuation company in early 2010. The appraisal was completed by a representative of the valuation company with recognized professional qualifications and experience in the location and category of property being valued. The appraisal was based on market values, being the estimated amount for which the property could expect to be sold for on the date of the valuation to a willing buyer in an arm's length transaction after proper marketing where both the buyer and the seller had each acted knowledgeably and willingly. Given only modest changes in market conditions where the Company's investment property is located, the Company continues to rely on the 2010 valuation for 2014 reporting. The property is leased to a tenant operating complimentary businesses to the Company's adjacent business's which is consider the highest and best use of the property.

## Loans and borrowings

Loans and borrowings including finance leases and term debt including revolving debt are accounted for at amortized cost, using the effective interest rate method. The fair value required to be disclosed is measured using quoted prices that are observable for similar instruments or on the current rates offered to the Company for debt of the same maturity, and is therefore classified within Level 1 of the fair value hierarchy.

## **Debentures**

Company debentures are fair valued using the face value of issued and outstanding convertible debentures multiplied by their closing price on the TSX as at balance sheet date.

Transfers into or out of fair value hierarchy levels are recognized on the date of the event or circumstances that caused the transfer. There were no transfers between levels during the Year.

## 23 Financial risk and capital management

### Financial risk management

The Company is exposed to certain risks as a result of holding financial instruments including interest rate risk, credit risk, liquidity risk and industry risk.

### Interest rate risk

The Company's interest rate risk arises primarily from its variable rate debt in the aggregate amount of \$24.0 million. The Company is paying interest at a stipulated floor rate of 4.0% on traditional bank term debt and revolving debt; otherwise the rate on these debt instruments is 1.0% above the bank prime lending rate. A 1.0% increase in interest rates would have an unfavourable impact on earnings of \$0.2 million or \$0.01/share on an annualized basis.

### Credit risk

Credit risk arises from cash held with banks and credit exposure to customers. The Company's day to day commercial banking is with AAA rated Canadian financial institutions. Day to day commercial banking is not concentrated with a single financial institution.

The Company, in the normal course of operations, monitors the financial condition of its customers and notes receivable. The Company does not have significant exposure to any individual customer or counterparty.

Carrying amounts of accounts receivable are reduced on an account specific basis when appropriate by direct write-off to profit and loss in the period. At the end of the Year, past due accounts are insignificant.

### Liquidity risk

Liquidity risk arises from excess financial obligations over available financial assets due at any point in time. The Company's objective in managing liquidity risk is to maintain sufficient readily available reserves in order to meet on-going liquidity requirements.

Accounts payable, excluding accrued liabilities, are due in 90 days or less.

The Company's lender has scheduled monthly blended payments that will amortize the term loan balance by June, 2020 and Deerfoot term loan balance by February, 2021.

The maturity date on the Company's debentures is the earlier of the holder's election to convert, the Company's call for redemption or the final maturity date of the debentures on July 31, 2015. Converted Debentures increase the Company's pre-tax cash outlays to investors by 32% comparing the Company's interest obligation on Debentures to discretionary dividend payments.

The AGLC requires all casinos to maintain a Minimum Continuing Net Working Capital Position ("MCNWCP"). The MCNWCP is a requirement for casino operations only. Additional working capital from non-casino operations and available debt facilities can be used to satisfy the requirement. The calculation of MCNWCP includes cash floats, restricted cash, one month's operating expenses and one month's interest costs on debt facilities including debentures. The Company's internal working capital requirement typically exceeds that of the AGLC MCNWCP.

## 23 Financial risk and capital management (cont.)

The following are the undiscounted contractual maturities of financial liabilities, including estimated interest payments.

As at December 31, 2014	Carrying amount	Contractual cash flows	1 year or less	years 2 to 5	More than 5 years
Trade and other payables	3.8	3.8	3.8	-	-
Finance lease	0.1	0.1	0.1	-	-
Term loans	15.6	17.7	3.1	11.9	2.7
Revolving credit facility	8.4	8.4	-	-	-
Debentures payable	12.8	13.3	13.3	-	-
	40.7	43.3	20.3	11.9	2.7
As at December 31, 2013					
Trade and other payables	4.7	4.7	4.7	-	-
Finance lease	0.2	0.2	0.1	0.1	-
Term loans	18.0	20.5	3.2	12.1	5.4
Revolving credit facility	1.8	1.8	-	-	-
Debentures payable	18.9	20.8	1.2	19.6	-
	43.6	48.0	9.2	31.8	5.4

(in millions of dollars unless stated otherwise)

### **Industry risk**

Service Plus in Grande Prairie derives a significant portion of its business from corporate clients in the energy sector. As a result, the Company is exposed to some industry risk at this operation.

## Capital management

The Company's capital is comprised of net debt, finance leases and shareholder equity:

	December 31, 2014	December 31, 2013
Total debt including revolving loans and finance lease	36.7	38.1
Less cash	(16.3)	(15.0)
Net debt	20.4	23.1
Total equity	116.9	117.4
	137.3	140.5

(in millions of dollars unless stated otherwise)

Current debt instruments will be maintained or eliminated to the extent they allow for repayment. All of the Company's traditional bank debt instruments allow for additional payments without penalty. Debt maintenance includes regular amortized monthly principal payments, extra principal payments and intermittent payments on outstanding revolving debt instruments when surplus cash is available.

Debentures of the Company issued April 16, 2010, pay interest semi-annually in arrears allowing the Company to use excess cash, between interest payments, for revolving credit line reductions.

Larger scale expansions or acquisitions would be funded by debt or equity at the discretion of the directors of the Company.

## 23 Financial risk and capital management (cont.)

The Company intends to repay existing non-revolving debt obligations over a period of time which will allow it to continue to pay regular dividends at the current monthly rate of \$0.0733 per common share. Current interest rates allow for scheduled amortization periods of between 10 and 15 years in meeting dividend objectives.

The Company will use normal course issuer bid(s), to repurchase for cancellation, shares trading on the open market at prices below their inherent value.

### Financing restrictions on dividends caused by debt covenants

Debt facilities of the Company require the maintenance of certain financial covenants and conditions. Specifically, the Company must maintain a cash flow coverage ratio of not less than 1.25 to 1 and a debt to tangible net worth ratio of not greater than 3.0 to 1. The Company is in compliance with all covenants and conditions. At the end of the Year these ratios were 3.7 to 1 and 0.9 to 1 respectively.

### 24 Deerfoot Joint Venture

The Company has a 91% controlling interest in Deerfoot Inn & Casino Inc., a joint venture formed for the construction and operation of Deerfoot. Decisions affecting Deerfoot require the consent of joint venturers holding a minimum 60% interest in Deerfoot.

Deerfoot has one additional 9% non-controlling interest ("NCI"). The NCI holds a Participating Interest which entitles it to 9% of the income, assets, liabilities and equity of Deerfoot. Any distributions from Deerfoot, in what ever form, must be made in accordance with the Participating Interest held by each joint venturer.

The NCI has a Contributing Interest which obligates it to 12.25% of any capital requirements of Deerfoot not able to be funded by operating cash flow or debt financing. Deerfoot has not needed capital funding requirements of this nature since the initial construction was completed.

Each of Deerfoot's joint venturers has a right of first refusal on any bonafide offer made for the other joint venturers interest in Deerfoot.

### 25 Other Receivables

The Company holds a promissory note, original amount of \$0.4 million, from a tenant in the Company's Strip Mall for renovations completed in conjunction with a new lease. The loan carries interest at prime plus 2% and is amortized for monthly repayment over five years. The loan is secured with a personal guarantee from the tenant.

The Company holds a promissory note, original amount of \$0.1 million, from a tenant in the Company's Great Northern Casino for renovations completed in conjunction with a new lease. The loan carries interest at 4% and is amortized for monthly repayment over four years.

## 26 Subsequent events

## Regular monthly dividends

The Company declared a regular monthly dividend of \$0.0733 per common share for each of January 2015 and February 2015 payable on the 15th day of the subsequent month.

#### Normal course issuer bid

Subsequent to the end of the Year, the Company purchased 2,400 common sharess at an average price of \$13.30 per common shares before commissions on the 2014 Bid.

## Debenture conversions

Subsequent to the end of the Year, debentures totalling a principal amount of \$0.3 million were converted to common shares resulting in the issue of 28,638 common shares.

## Increase to revolving line of credit

In February 2015 the Company finalized an increase of \$4.5 million to the current revolving credit facility bringing the total available under the facility to \$15.0 million. The additional credit was arranged to meet working capital requirements of the AGLC and to capitalize on favourable opportunities for repurchase of Company shares.