



**Annual Report**  
**December 31, 2012**



**Management Discussion and Analysis**  
for the three and twelve months ended December 31, 2012

## To Our Shareholders

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Management and Directors of Gamehost Inc. (the "Company") are pleased to present results for the twelve months ended December 31, 2012 (the "Period", or "Year") and three months ended December 31, 2012 (the "Quarter").

### Put It In The Win Column

Total operating revenues for the Quarter grew by 4.4% to \$19.8 million from \$19.0 in the same quarter of 2011. For the Year, revenues were up 6.3% to \$76.6 million from \$72.0 million in the prior year. These results represent quarterly and annual revenue records for the Company. Earnings before interest, taxes, depreciation and amortization ("EBITDA") that is attributable to owners of the Company ("EBITDA to Owners") grew by \$0.5 million or 6.1% to \$8.6 million for the Quarter compared to \$8.1 million for the same quarter in 2011. EBITDA to Owners for the Year grew by \$3.3 million or 10.7% to \$33.6 million compared to \$30.3 million in 2011. EBITDA to Owners margin percentage was higher by 77 basis points to 45.3% from 44.6% in the Quarter compared to one year earlier. True to form, the final quarter of the year is typically a strong revenue quarter for the Company accompanied by some pressure on margins caused by seasonally high food and beverage sales from corporate banquets. Nevertheless, margins held up well producing an annual EBITDA to Owners margin of 46.3%, a 185 basis point increase from 44.5% a year earlier. All tallied, Q4 2012 was a winning Quarter in a winning Year.

### LOL

While other Canadian companies steal the business headlines and euphoria and disappointment wax and wane in the market, we have run the 2012 race like the proverbial turtle. While the S&P/TSX Composite Index gained 4.0% on the Year, the Company shares rose \$1.45 or 12.9% and the Company debentures rose 11.3% over the same time frame. Furthermore, over the course of the Year we have quietly reduced loans and borrowings by \$6.4 million or 23.7%, increased our cash deposits by \$2.0 million or 11.2%, repurchased \$2.0 million of Company shares for cancellation at an average price of \$11.97 per common share, and spent \$1.1 million to maintain or improve our facilities. Most importantly though, we have distributed \$22.0 million, an additional \$0.6 million or 2.8%, over 2011 to the best people in the world, our investors. So go ahead, laugh out loud!

### To Have And To Hold

During the Quarter, \$1.8 million face value of debentures were presented for conversion to 0.2 million common shares leaving \$31.7 million of the original \$55.0 million debenture issue outstanding at the end of the Year. There were no shares repurchased under normal course issuer bid (NCIB) during the Quarter. Since the start of the year an additional 1.5 million shares have been issued net of those cancelled by repurchase under NCIB. The volume of the Company shares traded on the Toronto Stock Exchange during the year increased 10.0% over the volume of the preceding year improving the liquidity of the Company's shares.

### New Neighbours

We were excited to learn of Imperial Oil's plans to relocate its Calgary headquarters to a campus-style office complex in the southeast suburban office park known as Quarry Park. While suburban office parks are not a new thing, this marks the first time an industry oil giant has ventured away from Calgary's downtown core. Imperial Oil's new offices will be located a skip and a jump from our Deerfoot Inn & Casino and will eventually house some 3,000 employees. This announcement is bound to accelerate the residential growth in nearby communities. Relocation for Imperial Oil employees will begin in mid 2014 and we look forward to welcoming our new neighbours and their out-of-town meeting guests to our hotel for years to come.

## Looking Glass

We live in an ever-changing world. It seems likely that this will continue, perhaps dramatically, into 2013. For business, economies and investing the uncertainty is difficult. Will there be new pipelines to deliver Alberta bitumen or won't there? What actions should we expect from the Alberta government to address falling revenues from discounted Alberta crude oil prices? Has a sustained rebound of the USA economy really begun? What of the continued turmoil in Arab and African nations? Israeli jets in Syria? There are more questions, and big ones, than answers.

What we do know is Alberta is growing. Migration to the province, both international and interprovincial, is reaching levels not seen since 2006 and we can benefit from that. A small expansion completed at our Boomtown Casino added 30 slot machines to the gaming floor in February 2013. A renovation/expansion in the works for Great Northern Casino will improve the dining, lounge and live entertainment experience for patrons. Hospital development in close proximity to our Calgary and Grande Prairie facilities will have beneficial spinoff effects.

Cash on hand was used to make our first ever income tax payment of \$5.2 million on February 28, 2013. Taxes paid include 15% of deferred partnership income taxes and 100% of the Company's 2012 income taxes. The remaining 2011 deferred taxes will be paid in monthly instalments over four years beginning January 2014. Tax instalments for estimated 2013 income taxes will begin in March 2013. As we put the deferred tax hurdle behind us we can then begin to entertain alternative uses for surplus cash.

In spite of all the headline news, we are optimistic for the days ahead. We hope you will stay with us to see how 2013 unfolds.

28-Feb-13

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  
Gamehost Inc.

## Management's discussion and analysis

for the three and twelve months ended December 31, 2012

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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, 2013. This MD&A should be read in conjunction with the consolidated financial statements of the Company and accompanying notes for the twelve months ended December 31, 2012 (the "Period" or the "Year") and with the consolidated financial statements of the Company and accompanying notes for the year ended December 31, 2011.

This MD&A focuses on year over year comparative results for the three months ended December 31, 2012 (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](http://www.gamehost.ca) or SEDAR at [www.sedar.com](http://www.sedar.com).

### Caution to the reader

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#### 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 owners of the Company ("EBITDA to Owners") 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.

#### Comparative results

Allocations to reportable segments were modified during the Year. Prior year figures have been adjusted to conform to the current presentation. A more detailed method of allocating operating results to segments was adopted during the Year.

#### 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, including in the "Risk Factors" section of the Company's most recent Annual Information Form. Continuous disclosure documents are on record through SEDAR at [www.sedar.com](http://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, intentions 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 Fund'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**

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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 22,635,669 Shares issued and outstanding at December 31, 2012 (21,103,292 - December 31, 2011) and 22,886,275 Shares issued and outstanding at February 28, 2013 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 \$31,701,000 face value debentures outstanding at December 31, 2012 (\$49,772,000 - December 31, 2011) and \$29,032,000 face value debentures outstanding at February 28, 2013 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

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The Company's activities are currently confined to the province of Alberta, Canada. Operations include the Boomtown Casino ("Boomtown") in Fort McMurray, the 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, Company owns a retail complex ("Strip Mall") that leases space to a pub, a full service restaurant operation and a liquor store. 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 and lottery ticket outlets. Hotel operations of the Company include full and limited service hotels and 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. 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 \$0.8 million or 4.4% increase in operating revenue compared to Q4 2011, a \$0.5 million or 6.1% increase in EBITDA to Owners compared to Q4 2011 and a 0.7 percentage point increase in EBITDA to Owners margin percentage to 45.3% compared to 44.6% in Q4 2011.

At the end of the Year, the Company had \$181.6 million in total assets down \$2.7 million from the start of the year. Cash balances of \$19.7 million were up \$2.0 million from the start of 2012. Net drawings and repayments on the Company operating lines plus scheduled principal reductions during the Year resulted in a net repayment of \$6.3 million reducing the total credit facilities balance to \$20.6 million from \$26.9 million from the start of the Year.

## Quarterly performance summary

| Quarterly performance                            | 2012   |       |        |        | 2011   |       |        |       |
|--|--------|-------|--------|--------|--------|-------|--------|-------|
|  | Q4     | Q3    | Q2     | Q1     | Q4     | Q3    | Q2     | Q1    |
| Operating Revenue                                | 19.8   | 18.8  | 19.1   | 18.9   | 19.0   | 17.6  | 18.6   | 16.8  |
| Cost of sales                                    | (10.9) | (9.9) | (10.1) | (10.0) | (10.5) | (9.8) | (10.0) | (9.6) |
| Gross Profit                                     | 8.9    | 8.9   | 9.0    | 8.9    | 8.5    | 7.8   | 8.6    | 7.3   |
| Other income                                     | 0.1    | -     | 0.1    | -      | 0.1    | -     | 0.1    | -     |
| Administrative expenses                          | (1.2)  | (1.3) | (1.3)  | (1.3)  | (1.4)  | (1.3) | (1.4)  | (1.5) |
| Profit from operating activities                 | 7.8    | 7.6   | 7.8    | 7.6    | 7.1    | 6.6   | 7.3    | 5.8   |
| Net finance costs                                | (1.0)  | (1.4) | 0.2    | (2.0)  | (1.2)  | (1.5) | (1.4)  | (1.4) |
| Profit before income tax                         | 6.8    | 6.2   | 8.0    | 5.7    | 5.9    | 5.1   | 5.9    | 4.4   |
| Income tax (expense) recovery                    | (0.8)  | (2.1) | (0.9)  | (1.5)  | (3.0)  | (1.2) | (1.4)  | 0.3   |
| Profit   | 5.9    | 4.1   | 7.3    | 4.2    | 2.9    | 3.9   | 4.5    | 4.7   |
| Less Non-controlling interests                   | (0.4)  | (0.3) | (0.4)  | (0.3)  | (0.3)  | (0.3) | (0.3)  | (0.2) |
| Profit attributable to owners of the Company     | 5.6    | 3.8   | 6.8    | 3.9    | 2.6    | 3.6   | 4.2    | 4.5   |
| (in millions of dollars unless stated otherwise) |        |       |        |        |        |       |        |       |
| Earnings per share                               |        |       |        |        |        |       |        |       |
| Basic  | 0.248  | 0.174 | 0.313  | 0.183  | 0.123  | 0.170 | 0.198  | 0.211 |
| EBITDA to Owners                                 | 8.6    | 8.3   | 8.6    | 8.4    | 8.1    | 7.5   | 8.5    | 6.5   |
| EBITDA to Owners %                               | 45.3%  | 46.5% | 46.9%  | 46.5%  | 44.6%  | 44.8% | 45.7%  | 42.6% |



## Operating segments

The Company's reportable segments are strategic business units that offer different services. They are managed separately because of the unique operational and marketing requirements. Each segment complements the other segment.

The Company has three reportable segments: gaming operations, hotel operations and food and beverage operations. The gaming operations include three casinos offering slot, VLT, lotto and table games. The hotel operations include two hotels catering to the casino players and mid range clients. The food and beverage operations are located within the casinos and hotels as a further compliment to those operations.

| twelve months ended December 31, 2012  | Gaming | Hotel | Food &<br>Beverage | Corporate,<br>other <sup>(1)</sup> | Total |
|--|--------|-------|--------------------|------------------------------------|-------|
| Operating revenue and other income     | 43.8   | 13.5  | 19.2               | 0.3                                | 76.8  |
| Finance costs, net of finance (income) | 2.3    | 1.0   | 0.9                | (0.1)                              | 4.1   |
| Depreciation                           | 1.7    | 2.0   | 0.8                | -                                  | 4.5   |
| Other expenses                         | 18.7   | 6.1   | 12.4               | 4.3                                | 41.5  |
| Profit before income tax               | 21.1   | 4.4   | 5.1                | (3.9)                              | 26.7  |
| Segment assets                         | 83.3   | 68.1  | 26.9               | 3.4                                | 181.7 |
| Segment liabilities                    | 24.5   | 17.0  | 10.1               | 19.2                               | 70.8  |
| Capital expenditures                   | 0.3    | 0.1   | 0.1                | -                                  | 0.5   |

  

| twelve months ended December 31, 2011  | Gaming | Hotel | Food &<br>Beverage | Corporate,<br>other (1) | Total |
|--|--------|-------|--------------------|-------------------------|-------|
| Operating revenue and other income     | 41.4   | 12.5  | 18.0               | 0.3                     | 72.2  |
| Finance costs, net of finance (income) | 3.0    | 1.4   | 1.2                | (0.1)                   | 5.5   |
| Depreciation                           | 1.8    | 2.3   | 0.9                | -                       | 5.0   |
| Other expenses                         | 18.6   | 5.8   | 11.9               | 4.1                     | 40.4  |
| Profit before income tax               | 18.0   | 3.0   | 4.0                | (3.7)                   | 21.3  |
| Segment assets                         | 82.5   | 69.7  | 27.4               | 4.7                     | 184.3 |
| Segment liabilities                    | 36.1   | 23.8  | 14.8               | 15.8                    | 90.5  |
| Capital expenditures                   | 0.1    | 0.1   | -                  | 0.1                     | 0.3   |

<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)

Allocations to reportable segments were modified during the Year. Prior year figures have been adjusted to conform to the current presentation. A more detailed method of allocating operating results to segments was adopted during the Year.

## 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 (three months) |      |      |
|-------------------|--------------------|------|------|-------------------|------|------|
|                   | 2012               | 2011 | +(-) | 2012              | 2011 | +(-) |
| Operating revenue | 76.6               | 72.0 | 6.4% | 19.8              | 19.0 | 4.2% |

(in millions of dollars unless stated otherwise)

In year over year comparisons for the Quarter, Boomtown revenues increased 10.9%, Service Plus revenues increased 1.1% and Deerfoot revenues increased 6.0%. Great Northern revenues fell 6.6%.

## Room revenue

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

| Rooming   | Q4 (twelve months) |          |        | Q4 (three months) |          |        |
|-----------|--------------------|----------|--------|-------------------|----------|--------|
|           | 2012               | 2011     | +(-)   | 2012              | 2011     | +(-)   |
| Rooming   | 13.0               | 12.0     | 8.3%   | 3.1               | 3.0      | 3.3%   |
| Occupancy | 73.4%              | 68.6%    | 4.8%   | 71.4%             | 68.2%    | 3.2%   |
| ADR       | \$153.39           | \$151.84 | \$1.55 | \$152.02          | \$150.21 | \$1.81 |

(in millions of dollars unless stated otherwise)

At Service Plus, in year over year comparisons for the Quarter, revenues rose 1.0% on improved ADR. Occupancy was flat at 77.0% while the ADR over the same comparative period climbed by \$2.06. Suites, carrying a higher daily rate have been successfully promoted to crews on extended stay.

At Deerfoot, in year over year comparisons for the Quarter, revenues rose 8.6% on mostly improved occupancy. Occupancy increased 5.5 percentage points to 68.6% from 63.1% while the ADR over the same comparative period climbed by \$0.31.

## 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, but should average +/- 17%. 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 Percentage. These statistics should be taken with a grain of salt. 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 dependent 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 revenue                         | Q4 (twelve months) |      |       | Q4 (three months) |      |      |
|-------------------------------------|--------------------|------|-------|-------------------|------|------|
|                                     | 2012               | 2011 | +(-)  | 2012              | 2011 | +(-) |
| General, progressive and high limit | 9.3                | 8.6  | 8.1%  | 2.4               | 2.3  | 4.3% |
| Poker                               | 2.1                | 1.9  | 10.5% | 0.5               | 0.5  | 0.0% |
| Total                               | 11.4               | 10.5 | 8.6%  | 2.9               | 2.8  | 3.6% |

(in millions of dollars unless stated otherwise)

| # of tables             | End of Period |      |      |
|-------------------------|---------------|------|------|
|                         | 2012          | 2011 | +(-) |
| All Others              | 46            | 49   | (3)  |
| Poker                   | 16            | 16   | 0    |
| Progressive Table Games | 5             | 2    | 3    |
| Total                   | 67            | 67   | 0    |

| Drop and Hold | Q4 (twelve months) |       |        | Q4 (three months) |       |        |
|---------------|--------------------|-------|--------|-------------------|-------|--------|
|               | 2012               | 2011  | +(-)   | 2012              | 2011  | +(-)   |
| Drop          | 94.5               | 86.4  | 9.4%   | 25.6              | 22.4  | 14.3%  |
| Hold %        | 17.8%              | 17.9% | (0.1%) | 17.2%             | 19.0% | (1.8%) |

(in millions of dollars unless stated otherwise)

Table activity in Calgary and Fort McMurray was very strong during the Quarter, but partially offset by a difficult Quarter in Grande Prairie.

At Boomtown, the current Quarter saw a 7.9% increase in Drop and a 0.8 percentage point increase in Hold % resulting in a 12.3% increase in Net revenue. Poker results, which are much less significant in terms of overall table revenues, were 11.6% higher in year over year comparisons for the Quarter.

Great Northern had a difficult Quarter with Drop decreasing 7.5% and Hold % falling 1.8 percentage points resulting in a 17.2% decrease in Net revenue. Management is focused on turning around the low Hold %. Poker, though much less significant in terms of overall table revenues, struggled as well. Net poker revenues were down 11.0% in year over year comparisons for the Quarter.

At Deerfoot, the current Quarter saw a 22.2% increase in Drop partially offset by a 2.6 percentage point decrease in Hold % resulting in a 5.6% increase in Net revenue. Poker results which are much less significant in terms of overall table revenues were higher by 4.2% year over year 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 months) |         |      | Q4 (three months) |       |      |
|-----------------------|--------------------|---------|------|-------------------|-------|------|
|                       | 2012               | 2011    | +(-) | 2012              | 2011  | +(-) |
| Cash Play             | 2,371.3            | 2,256.5 | 5.1% | 588.4             | 574.2 | 2.5% |
| Machines <sup>1</sup> | 1,606              | 1,605   | 1.0  | 1,606             | 1,605 | 1.0  |

(in millions of dollars unless stated otherwise)

<sup>1</sup> At the end of the Period / Quarter

| Slot revenue | Q4 (twelve months) |      |      | Q4 (three months) |      |      |
|--------------|--------------------|------|------|-------------------|------|------|
|              | 2012               | 2011 | +(-) | 2012              | 2011 | +(-) |
| Net          | 26.7               | 25.7 | 3.9% | 6.5               | 6.5  | 0.0% |

(in millions of dollars unless stated otherwise)

Cash Play in the province has been on a steady growth pattern for some time. Year over year comparisons of Cash Play in Calgary and Fort McMurray were higher during the Quarter, but largely offset by lower volumes in Grande Prairie.

Boomtown, for the Quarter versus the comparable quarter one year earlier, saw a 7.8% increase in Cash Play resulting in a 4.4% increase in Net revenue and an increase of \$15.93 in average win/day/machine to \$401.42 from \$385.49. There were no changes to the number of slot machines at Boomtown during the Quarter.

Great Northern, for the Quarter versus the comparable quarter one year earlier, saw a 5.8% decrease in Cash Play resulting in a 7.3% decrease in Net revenue and a decrease of \$20.21 in average win/day/machine to \$255.19 from \$275.40. Given the sizable gains made earlier in the year, the property finishes the Year with a 1.2% increase in Cash Play, a 1.9% increase in Net revenue and a \$4.12 increase in average win/day/machine. There were no changes to the number of slot machines at Great Northern during the Quarter.

Deerfoot, for the Quarter versus the comparable quarter one year earlier, saw a 2.7% increase in Cash Play resulting in a 2.3% increase in Net revenue and an increase of \$5.79 in average win/day/machine to \$257.78 from \$251.99. 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 months) |      |      | Q4 (three months) |      |       |
|-------------|--------------------|------|------|-------------------|------|-------|
|             | 2012               | 2011 | +(-) | 2012              | 2011 | +(-)  |
| Food & mix  | 7.6                | 7.3  | 4.1% | 2.3               | 2.1  | 9.5%  |
| Liquor      | 11.1               | 10.4 | 6.7% | 3.2               | 2.9  | 10.3% |
| Total       | 18.7               | 17.7 | 5.6% | 5.5               | 5.0  | 10.0% |

(in millions of dollars unless stated otherwise)

Overall F&B sales posted healthy gains for the Quarter in year over year comparison. Consumers appear inclined to continue discretionary spending on food and beverage entertainment. Immigration to the province is also a key driver to these results. Net migration to Alberta as reported by Statistics Canada for the first three quarters of 2012 are exceeding levels experienced in 2006.

Boomtown combined F&B revenues increased 21.3% during the Quarter from one year earlier. Liquor sales were up 21.7%. Gross commissioned and other food sales which have a marginal impact on overall F&B sales were 2.1% higher for the Quarter in year over year comparison.

Great Northern combined F&B revenues decreased 3.3% during the Quarter from one year earlier. Liquor sales were also down 3.3%. Gross commissioned and other food sales which have a marginal impact on overall F&B sales were 5.2% higher for the Quarter in year over year comparison. Management is in the planning stages for a renovation of the lounge and entertainment areas of the casino to win back customers who are exploring some of the new venues in the city.

Deerfoot reported a F&B revenue increase of 8.7% during the Quarter from one year earlier. Liquor sales were up by 9.3% while food sales increased 8.3% over the same comparable period. Food sales are owned and operated by the Company at Deerfoot and contribute substantially to revenue.

### 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 (three months) |      |      |
|-------------------|--------------------|------|------|-------------------|------|------|
|                   | 2012               | 2011 | +(-) | 2012              | 2011 | +(-) |
| Total             | 6.6                | 6.1  | 8.2% | 1.7               | 1.7  | 0.0% |

(in millions of dollars unless stated otherwise)

Ancillary revenues are highly correlated to gaming revenues most significantly from ATM fees. Alberta Gaming and Liquor Commission added two (2) additional VLT machines during the Quarter, one each at Great Northern Casino and Deerfoot Casino.

### 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 months) |       |        | Q4 (three months) |       |        |
|------------------------|--------------------|-------|--------|-------------------|-------|--------|
|                        | 2012               | 2011  | +(-)   | 2012              | 2011  | +(-)   |
| Total                  | 40.8               | 39.8  | 2.5%   | 10.9              | 10.5  | 3.8%   |
| % of operating revenue | 53.3%              | 55.3% | (2.0%) | 55.1%             | 55.3% | (0.2%) |

(in millions of dollars unless stated otherwise)

Operating metrics are benefiting from revenue growth. Fixed costs and tight controls on labour costs are improving economies of scale on an on-going basis.

## 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 months) |      |        | Q4 (three months) |      |          |
|------------------------|--------------------|------|--------|-------------------|------|----------|
|                        | 2012               | 2011 | +(-)   | 2012              | 2011 | +(-)     |
| Food & Mix             | 2.4                | 2.5  | (4.0%) | 0.7               | 0.7  | 0.0%     |
| Liquor                 | 2.3                | 2.1  | 9.5%   | 0.7               | 0.6  | 16.7%    |
| Other                  | 0.3                | 0.3  | 0.0%   | 0.0               | 0.1  | (100.0%) |
| Total                  | 5.0                | 4.9  | 2.0%   | 1.4               | 1.4  | 0.0%     |
| % of operating revenue | 6.5%               | 6.8% | (0.3%) | 7.1%              | 7.4% | (0.3%)   |

(in millions of dollars unless stated otherwise)

| Cost of product % | Q4 (twelve months) |       |        | Q4 (three months) |       |        |
|-------------------|--------------------|-------|--------|-------------------|-------|--------|
|                   | 2012               | 2011  | +(-)   | 2012              | 2011  | +(-)   |
| Food & Mix        | 31.6%              | 34.2% | (2.7%) | 30.4%             | 33.3% | (2.9%) |
| Liquor            | 20.7%              | 20.2% | 0.5%   | 21.9%             | 20.7% | 1.2%   |
| Other             | 43.7%              | 44.8% | (1.1%) | 39.7%             | 48.4% | (8.7%) |

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 costs of product results. Cost of product % will fluctuate with changes in the product sales mix.

Beer and liquor costs at Great Northern and Boomtown experienced some mild inflationary pressure which we have not responded to by raising retail prices.

A strong banquet season at Deerfoot drove down the cost of product % for food which contributed strongly to overall improved margins for the Quarter in year over year comparison.

## 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 months) |       |        | Q4 (three months) |       |      |
|------------------------|--------------------|-------|--------|-------------------|-------|------|
|                        | 2012               | 2011  | +(-)   | 2012              | 2011  | +(-) |
| Operating labour       | 19.3               | 18.7  | 3.2%   | 5.0               | 4.8   | 4.2% |
| % of operating revenue | 25.2%              | 26.0% | (0.8%) | 25.3%             | 25.3% | 0.0% |

(in millions of dollars unless stated otherwise)

Quarter 4 generally requires higher labour costs for the company compared to other quarters with the inclusion of additional F&B labour for seasonal banquets. Operating labour costs as a percentage of operating revenue rose slightly by 0.3 percentage points compared to Q3 2012, but were on par with one year earlier.

## Cost of sales - marketing and promotions

Marketing and promotions include all donations, sponsorships and complimentary 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 (three months) |      |       |
|------------------------|--------------------|------|--------|-------------------|------|-------|
|                        | 2012               | 2011 | +(-)   | 2012              | 2011 | +(-)  |
| Total                  | 3.0                | 3.0  | 0.0%   | 0.8               | 0.7  | 14.3% |
| % of operating revenue | 3.9%               | 4.2% | (0.3%) | 4.0%              | 3.7% | 0.3%  |

(in millions of dollars unless stated otherwise)

Marketing efforts have been generally more targeted to programs with proven results.

## 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) |       |        |
|------------------------|--------------------|-------|--------|-------------------|-------|--------|
|                        | 2012               | 2011  | +(-)   | 2012              | 2011  | +(-)   |
| Total                  | 13.5               | 13.2  | 2.3%   | 3.7               | 3.6   | 2.8%   |
| % of operating revenue | 17.6%              | 18.3% | (0.7%) | 18.7%             | 18.9% | (0.2%) |

(in millions of dollars unless stated otherwise)

Management continues to hold the line on all discretionary spending that is not directly related to maintaining or increasing revenues. Accordingly, improvements to these costs when expressed as a percentage of operating revenues are being achieved considering certain fixed cost components and revenue growth.

## Other income

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

| Other income | Q4 (twelve months) |      |      | Q4 (three months) |      |      |
|--------------|--------------------|------|------|-------------------|------|------|
|              | 2012               | 2011 | +(-) | 2012              | 2011 | +(-) |
| Total        | 0.2                | 0.2  | 0.0% | 0.1               | 0.1  | 0.0% |

(in millions of dollars unless stated otherwise)

The Strip Mall is fully leased by two tenants. One lease term expires in December 2013 but has renewal options. The second lease term expires in January 2015 and also has renewal options.

## 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 months) |      |        | Q4 (three months) |      |         |
|-------------------------|--------------------|------|--------|-------------------|------|---------|
|                         | 2012               | 2011 | +(-)   | 2012              | 2011 | +(-)    |
| Total                   | 5.2                | 5.6  | (7.1%) | 1.2               | 1.4  | (14.3%) |

(in millions of dollars unless stated otherwise)

Reductions to administrative expenses are most significantly the result of reduced depreciation on declining balance assets. Otherwise, management has held administrative costs in check.

## Net finance costs

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.

| Net finance costs | Q4 (twelve months) |      |         | Q4 (three months) |      |         |
|-------------------|--------------------|------|---------|-------------------|------|---------|
|                   | 2012               | 2011 | +(-)    | 2012              | 2011 | +(-)    |
| Total             | 4.1                | 5.5  | (25.5%) | 1.0               | 1.2  | (16.7%) |

(in millions of dollars unless stated otherwise)

\$1.8 million in debentures were converted to common shares during the Quarter compared to \$2.6 in Q4 2011. Debenture conversions continue to drive down net finance costs. Outstanding debentures at the end of the Quarter totalled \$31.7 million compared to \$49.8 million one year earlier. At February 28, 2013, outstanding debentures totalled \$29.0 million.

## 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 (recovery)                            | Q4 (twelve months) |      |        | Q4 (three months) |      |         |
|--|--------------------|------|--------|-------------------|------|---------|
|  | 2012               | 2011 | +(-)   | 2012              | 2011 | +(-)    |
| Provision for current income tax                 | 4.6                | 4.7  | (2.1%) | 0.7               | 1.3  | (46.2%) |
| Taxes arising from changes in timing differences | 0.6                | 0.6  | 0.0%   | 0.1               | 1.7  | (94.1%) |
|  | 5.2                | 5.3  | (1.9%) | 0.8               | 3.0  | (73.3%) |

(in millions of dollars unless stated otherwise)

The combined federal and provincial tax rate in Alberta for 2012 is 25.0%.

Changes to tax legislation in 2011 eliminated a one year perpetual tax deferral for the Company. These changes were aimed at limiting 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. Previously deferred taxes from 2011 and 2012 will be paid in February 2013. Tax instalments for the 2013 tax year will begin in January 2013.



## Reconciliation of EBITDA to Owners to net earnings

| EBITDA to Owners to net earnings                | Q4 (twelve months) |       |         | Q4 (three months) |       |         |
|---|--------------------|-------|---------|-------------------|-------|---------|
|   | 2012               | 2011  | +(-)    | 2012              | 2011  | +(-)    |
| EBITDA to Owners                                | 33.9               | 30.6  | 10.8%   | 8.6               | 8.1   | 6.2%    |
| EBITDA to Owners %                              | 46.3%              | 44.5% | 1.8%    | 45.3%             | 44.6% | 0.7%    |
| Add back:                                       |                    |       |         |                   |       |         |
| Amortization on property, plant and equipment   | (4.5)              | (5.0) | (10.0%) | (1.2)             | (1.3) | (7.7%)  |
| Finance costs                                   | (4.1)              | (5.6) | (26.8%) | (1.0)             | (1.2) | (16.7%) |
| Income tax expense                              | (5.2)              | (5.3) | (1.9%)  | (0.8)             | (3.0) | (73.3%) |
| EBITDA attributable to non-controlling interest | 1.4                | 1.3   | 7.7%    | 0.3               | 0.3   | 0.0%    |
| Total profit                                    | 21.5               | 16.0  | 34.4%   | 5.9               | 2.9   | 103.4%  |

(in millions of dollars unless stated otherwise)

## Facilities

| Capital expenditures | Q4 (twelve months) |      |       | Q4 (three months) |      |        |
|----------------------|--------------------|------|-------|-------------------|------|--------|
|                      | 2012               | 2011 | +(-)  | 2012              | 2011 | +(-)   |
| Capital maintenance  | 0.3                | 0.3  | 0.0%  | 0.2               | 0.1  | 100.0% |
| Capital expansion    | 0.2                | -    | n/a   | -                 | -    | n/a    |
|                      | 0.5                | 0.3  | 66.7% | 0.2               | 0.1  | 100.0% |

(in millions of dollars unless stated otherwise)

Boomtown Casino began a renovation of the interior footprint of their facility during the Quarter. The renovation was completed at the end of January 2013 and expands the gaming floor by relocating administrative offices to an existing mezzanine. The completed expansion allowed for the addition of 30 more slot machines which were all operational at the end of February 2013.

## Financial condition

### Liquidity

Net cash provided by operating activities for the Quarter totalled \$8.5 million compared to \$8.1 million for Q4 2011. At the end of the Quarter cash balances totalled \$19.7 million compared to \$17.7 million at the start of the year. Factors affecting the Company's ability to generate cash in the near and longer terms were 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 has revolving credit lines totalling \$9.0 million of which \$9.0 million was available to be drawn at the end of the Quarter. Revolving credit lines were increased by \$3.0 million during the Year.

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.

### Working capital

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.

Internal working capital requirements for the Company consist of cash floats for the operation of gaming tables, slot machines, video lottery terminals ("VLTs"), ATM machines, POS terminals, progressive jackpots and petty cash as well as one month's operating expenses, one month's interest costs on debt facilities and one month's regular dividend to the holders of Shares less amounts due to related parties. Float amounts are set by management and will fluctuate based on activity levels in the casinos. The AGLC requires all casinos to maintain a Minimum Continuing Net Working Capital Position ("MCNWCP").

### 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 as follows:

| Commitments |      |      |      |      |                 |     |
|-------------|------|------|------|------|-----------------|-----|
|             | 2013 | 2014 | 2015 | 2016 | 2017 Thereafter |     |
| Total       | 1.2  | 1.2  | 1.1  | 1.1  | 1.1             | 2.5 |

(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 Companies 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.

### Productive capacity

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. 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 1,615 electronic gaming devices, 67 table/poker games and other ancillary equipment. The table below summarizes changes in productive capacity since the beginning of operations.

| <b>Productive capacity</b>  |  |                          |                            |                        |                              |  |               |                                      |
|-----------------------------|--|--------------------------|----------------------------|------------------------|------------------------------|--|---------------|--------------------------------------|
| <b>Year</b>                 | <b>Event</b>                                       | <b>Gaming Sq.<br/>Ft</b> | <b>Banquet<br/>sq. ft.</b> | <b>Guest<br/>rooms</b> | <b>F &amp; B<br/>seating</b> | <b>Electronic<br/>gaming<br/>devices</b> | <b>Tables</b> | <b>Lease/<br/>retail<br/>sq. ft.</b> |
| 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  |               |                                      |
| <b>at December 31, 2012</b> |  | <b>108,356</b>           | <b>19,400</b>              | <b>311</b>             | <b>523</b>                   | <b>1,615</b>                             | <b>67</b>     | <b>10,530</b>                        |
| 2013                        | AGLC adds slot machines                            |                          |                            |                        |                              | 30                                       |               |                                      |
| <b>at February 28, 2013</b> |  | <b>108,356</b>           | <b>19,400</b>              | <b>311</b>             | <b>523</b>                   | <b>1,645</b>                             | <b>67</b>     | <b>10,530</b>                        |

### Productive capacity maintenance

Productive capacity maintenance costs for rooming and food and beverage 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. Examples of these costs include, but are not limited to such things as converting to keyless entry on guest room access doors or the installation of digital security. 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.

Gaming operations require minimal capital outlay by the Company. 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 slot machines is 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. Maintaining these licenses requires a nominal fee to cover the cost of AGLC's due diligence investigation which is expensed. The Company's charitable gaming operator licenses have consistently received favourable results from these audits. Current licenses are valid to June 30, 2014, but the Company considers the licenses to have indefinite life.

Normal annual capitalized costs for productive capacity maintenance are not expected to exceed \$600,000. A planned refurbishment for Great Northern Casino will result in higher than normal capital maintenance expenses in 2013.

### 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 maintain a debt to EBITDA ratio of 2 to 1 or less until such time as opportunities encourage a different strategy.

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 demand 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. The Company is in compliance with all covenants and conditions.

#### Income taxes

The Company is subject to income taxes. Certain tax deferrals available to the Company have been closed by the federal government effective at the end of 2012. Transitional rules allow for the payment of partnership income taxes deferred from the 2011 fiscal year to be made over five years. At the end of February 2013, \$0.5 million, or 15%, of the \$3.0 million in income taxes deferred from 2011 together with \$4.7 million in income taxes for the 2012 fiscal year were due in their entirety. Monthly, tax instalment payments for estimated 2013 taxes payable begin at the end of March 2013. Payment of 2013 income taxes, will be made from cash generated from operations and available revolving credit facilities if required.

#### **Working capital**

Working capital, by definition, is current assets minus current liabilities. The Company's demand debt facilities 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 demand clauses in the loans although the Company's lender does not consider the loans to be repayable within 12 months.

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. At December 31, 2012 floats exceeded this maximum. The introduction of new polymer bills in Canada and the transition of cash counting and dispensing equipment has necessitated a short term increase.

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) of 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 had a \$2.6 million surplus to the MCNWCP requirement at the end of the Year.

## Cash dividends

### 2013 dividend summary

| Month    | per Share | Date      |           |           | Net Shares o/s <sup>1</sup> | Net paid <sup>1</sup> |
|----------|-----------|-----------|-----------|-----------|-----------------------------|-----------------------|
|          |           | Declared  | Record    | Payment   |                             |                       |
| January  | 0.0733    | 3-Jan-13  | 31-Jan-13 | 15-Feb-13 | 22,675,856                  | 1,662,140             |
| February | 0.0733    | 14-Feb-13 | 28-Feb-13 | 15-Mar-13 | -                           | n/a                   |

### 2012 dividend summary

| Month     | per Share | Date      |           |           | Net Shares o/s <sup>1</sup> | Net paid <sup>1</sup> |
|-----------|-----------|-----------|-----------|-----------|-----------------------------|-----------------------|
|           |           | Declared  | Record    | Payment   |                             |                       |
| January   | 0.0733    | 16-Jan-12 | 31-Jan-12 | 15-Feb-12 | 21,159,628                  | 1,551,001             |
| February  | 0.0733    | 13-Feb-12 | 29-Feb-12 | 15-Mar-12 | 21,264,769                  | 1,558,708             |
| March     | 0.0733    | 13-Mar-12 | 31-Mar-12 | 13-Apr-12 | 21,333,736                  | 1,563,763             |
| April     | 0.0733    | 16-Apr-12 | 30-Apr-12 | 15-May-12 | 21,742,535                  | 1,593,728             |
| May       | 0.0733    | 15-May-12 | 31-May-12 | 15-Jun-12 | 22,056,754                  | 1,616,760             |
| June      | 0.0733    | 18-Jun-12 | 30-Jun-12 | 13-Jul-12 | 22,015,965                  | 1,613,770             |
| July      | 0.0733    | 17-Jul-12 | 31-Jul-12 | 15-Aug-12 | 22,029,453                  | 1,614,759             |
| August    | 0.0733    | 14-Aug-12 | 31-Aug-12 | 14-Sep-12 | 22,205,070                  | 1,627,632             |
| September | 0.0733    | 10-Sep-12 | 30-Sep-12 | 15-Oct-12 | 22,469,478                  | 1,647,013             |
| October   | 0.0733    | 15-Oct-12 | 31-Oct-12 | 15-Nov-12 | 22,505,815                  | 1,649,676             |
| November  | 0.0733    | 12-Nov-12 | 30-Nov-12 | 14-Dec-12 | 22,547,504                  | 1,652,732             |
| December  | 0.0733    | 11-Dec-12 | 31-Dec-12 | 15-Jan-13 | 22,635,669                  | 1,659,195             |
| Total     | 0.8796    |           |           |           |                             | 19,348,737            |

### 2011 dividend summary

| Month     | per Share | Date      |           |           | Net Shares o/s <sup>1</sup> | Net paid <sup>1</sup> |
|-----------|-----------|-----------|-----------|-----------|-----------------------------|-----------------------|
|           |           | Declared  | Record    | Payment   |                             |                       |
| January   | 0.0733    | 13-Jan-11 | 31-Jan-11 | 15-Feb-11 | 21,107,553                  | 1,547,184             |
| February  | 0.0733    | 14-Feb-11 | 28-Feb-11 | 15-Mar-11 | 21,144,074                  | 1,549,861             |
| March     | 0.0733    | 8-Mar-11  | 31-Mar-11 | 15-Apr-11 | 21,124,679                  | 1,548,439             |
| April     | 0.0733    | 13-Apr-11 | 30-Apr-11 | 16-May-11 | 21,124,674                  | 1,548,439             |
| May       | 0.0733    | 15-May-11 | 31-May-11 | 15-Jun-11 | 21,124,674                  | 1,548,439             |
| June      | 0.0733    | 13-Jun-11 | 30-Jun-11 | 15-Jul-11 | 21,124,674                  | 1,548,439             |
| July      | 0.0733    | 18-Jul-11 | 31-Jul-11 | 15-Aug-11 | 21,141,574                  | 1,549,677             |
| August    | 0.0733    | 10-Aug-11 | 31-Aug-11 | 15-Sep-11 | 21,238,849                  | 1,556,808             |
| September | 0.0733    | 16-Sep-11 | 30-Sep-11 | 15-Oct-11 | 21,297,845                  | 1,561,132             |
| October   | 0.0733    | 17-Oct-11 | 31-Oct-11 | 15-Nov-11 | 21,342,483                  | 1,564,404             |
| November  | 0.0733    | 14-Nov-11 | 30-Nov-11 | 15-Dec-11 | 21,323,642                  | 1,563,023             |
| December  | 0.0733    | 5-Dec-11  | 31-Dec-11 | 13-Jan-12 | 21,105,192                  | 1,547,011             |
| Total     | 0.8796    |           |           |           |                             | 18,632,856            |

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

## 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 Tax

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                   | 2012 | 2011 |
|---|------|------|
| Current tax expense                               |      |      |
| Current period                                    | 4.6  | -    |
| Deferred tax expense                              |      |      |
| Origination and reversal of temporary differences | 0.6  | 5.3  |
|   | 5.2  | 5.3  |

### 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:

| Deferred tax expense                               | 2012  | 2011 |
|--|-------|------|
| Profit attributable to owners of the Company       | 20.1  | 14.9 |
| Total income tax expense                           | 5.2   | 5.3  |
| Profit excluding income tax                        | 25.3  | 20.2 |
| Income tax using Company's domestic tax rate       | 25%   | 25%  |
| Expected income tax expense                        | 6.3   | 5.0  |
| Changes in income tax expense resulting from:      |       |      |
| Non-capital losses carried forward from prior year | (0.1) | -    |
| Other  | (1.0) | 0.3  |
| Actual income tax expense                          | 5.2   | 5.3  |

Changes to tax legislation in 2011 eliminated a one year perpetual tax deferral for the Company. These changes were aimed at limiting 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.



## Capital resources

The Company has a demand loan secured by its land and buildings. 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 a \$13.2 million segment of the loan amortized over 10 years. The remaining \$9.0 million segment of this loan, which includes a \$3.0 million increase secured in October 2012, is available on a revolving basis with interest only payments. \$Nil is drawn on the revolving segment of the loan at December 31, 2012 (\$4,000,000 - December 31, 2011).

In 2010, the Company issued \$55 million in 6.25% Convertible Unsecured Subordinated Debentures ("Debentures") which trade on the Toronto Stock Exchange ("TSX") under the symbol GH.DB. The Debentures have a maturity date of July 31, 2015 (the "Maturity Date"). Each Debenture is convertible into 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. Conversion of the debentures will result in the issue of an additional 5,164,319 Shares. The Company's option to call for redemption is restricted to on or after August 1, 2013 provided proper notice is given and the common share price is at least 125% of the \$10.65 per common share strike price. On or after August 1, 2014 there are 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 non-current liability. At February 28, 2013, \$29,032,000 debentures at face value remain unconverted.

Deerfoot has a demand loan secured by its land and buildings. 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, 2012 | December 31, 2011 |
|---|----------|-------------------|-------------------|
| Credit facilities available at face value |          |                   |                   |
| Demand loan                               |          | 9.9               | 11.3              |
| Revolving credit lines                    |          | 9.0               | 6.0               |
| Deerfoot - demand loan                    |          | 10.6              | 11.6              |
| Finance lease                             |          | 0.3               | -                 |
| Debentures face value                     |          | 31.7              | 49.8              |
|   |          | 61.5              | 78.7              |
| Carrying value of borrowed amounts        |          |                   |                   |
| Current liabilities                       |          |                   |                   |
| Demand loan                               | 2020     | 10.0              | 11.3              |
| Revolving credit lines                    |          | -                 | 4.0               |
| Deerfoot - demand loan                    | 2025     | 10.6              | 11.6              |
|   |          | 20.6              | 26.9              |
| Non-current liabilities                   |          |                   |                   |
| Finance lease                             | 2015     | 0.2               | -                 |
| <sup>1</sup> Debentures payable           | 2015     | 27.6              | 45.0              |
|   |          | 48.4              | 71.9              |
| Interest rate                             |          |                   |                   |
| <sup>2</sup> Demand Loan                  |          | 4.00% (P +1.00%)  | 4.00% (P +1.00%)  |
| <sup>2</sup> Revolving Credit Lines       |          | 4.00% (P +1.00%)  | 4.00% (P +1.00%)  |
| <sup>2</sup> Deerfoot - demand loan       |          | 4.00% (P +1.00%)  | 4.00% (P +1.00%)  |
| Finance lease                             |          | 4.32%             | n/a               |
| Debentures face value                     |          | 6.25%             | 6.25%             |

(in millions of dollars unless stated otherwise)

<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 9.4%.

<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%.



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 \$10.6 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.

## Financial instruments

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### Fair value

The fair value of cash, restricted cash, trade and other receivables, trade and other payables, deferred income, 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 \$20.5 million. The Company is paying interest at a stipulated floor rate of 4.0% on traditional bank demand 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 \$205,481 or \$0.009/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. 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 period 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 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 demand loan balance by June, 2020 and Deerfoot demand 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 requirements exceed that of MCNWCP.

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

|                           | Carrying amount | Contractual cash flows | 1 year or less | Years 2 to 5 | More than 5 years |
|---------------------------|-----------------|------------------------|----------------|--------------|-------------------|
| As at December 31, 2012   |                 |                        |                |              |                   |
| Trade and other payables  | 4.2             | 4.1                    | 4.1            | 0.1          | -                 |
| Finance lease             | -               | 0.3                    | 0.1            | 0.2          | -                 |
| Demand loans              | 20.5            | 23.8                   | 3.2            | 12.3         | 8.2               |
| Debentures payable        | 31.7            | 36.8                   | 2.0            | 34.8         | -                 |
|                           | 56.4            | 65.0                   | 9.4            | 47.4         | 8.2               |
| As at December 31, 2011   |                 |                        |                |              |                   |
| Trade and other payables  | 4.3             | 4.3                    | 4.3            | 0.1          | -                 |
| Demand loans              | 22.9            | 27.0                   | 3.3            | 12.5         | 11.2              |
| Revolving credit facility | 4.0             | 4.0                    | -              | -            | 4.0               |
| Debentures payable        | 49.8            | 60.9                   | 3.1            | 57.8         | -                 |
|                           | 81.0            | 96.2                   | 10.7           | 70.4         | 15.2              |

## 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.

## 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 Will's are also key management personnel and directors of the Company as well as significant shareholders. Together, the Wills control 40.2% of the outstanding common shares of the Company.

- The Company recorded \$1,498,200 (\$1,443,151 - 2011) in key management personnel compensation for the Year which are included in administrative expenses. Compensation is in the form of short term employee benefits, director fees and management agreements. Management fees stipulated in management services agreements are based on a percentage of revenues and/or earnings before interest, taxes depreciation and amortization. At the end of the Year \$7,371 (\$45,913 - 2011) remained in accounts payable.

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.

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 recorded \$162,738 (\$149,370 – 2011) of charter aircraft rental expenses for the Year which is included in administrative expenses. At the end of the Year, \$12,070 (\$nil – 2011) remained in accounts payable accounts. 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.
- The Company recorded \$45,000 (\$nil – 2011) of office rent expenses for the Year which is included in administrative expenses. The Company moved to new offices owned by Darcy Co Holdings Ltd., a company wholly owned by Darcy Will, in December 2011 and began paying rent in May 2012 when the Company was released from further obligation under its former third party office lease.

The Company recorded \$67,290 (\$63,540 – 2011) 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 recorded \$110,000 (\$111,000 – 2011) in directors fees during the Year paid to other directors of the Company. At the end of the Year, \$nil (\$1,500 – 2011) remained in accounts payable.

The Company recorded \$14,542 (\$10,780 – 2011) in professional and administrative fees during the Year paid to companies controlled by other directors of the Company.

The Company recorded \$368,011 (\$363,600 – 2011) in key management personnel compensation paid to other officers or companies controlled by other officers of the Company. At the end of the Year, \$nil (\$nil - 2011) remained in accounts payable. Included in these figures are fees paid under a management services agreement between the Company and the Company's COO that stipulates that the COO is entitled to a fixed monthly fee of \$17,700 for overseeing site operations of the Company.

### **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 now converted to common stock plus Shares purchased by the Company for cancellation under normal course issuer bids.

## Business risks, opportunities and outlook

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### Economic outlook

Following record results for the Quarter and Year we head into our strongest quarter on a cyclical basis. Spring break up in the oil patch, while tough on hotel business, is normally a boon for casino traffic.

It is difficult and likely prudent not to get feeling too confident about our recent success. Certainly, there has not been significant and sustained improvement in the world order on which we can take a deep breath. The better than budgeted cash flows we have produced over the course of this year have been used to eliminate all of our outstanding revolving debt. Our intentions are to remain on the current path of positioning the Company for a stronger balance sheet able to sustain interruptions in economic conditions.

Bottlenecks to the delivery of expanding supplies of heavy crude from Alberta's oil sands are gaining greater media attention. The limited ability to get these crude supplies to offshore markets is resulting in a price discount affecting producer profits and government royalties. Long term solutions to the problem are years away and projects aimed at relieving the bottleneck face environmental and political opposition. This issue stands to put the brakes on what we we're hoping to be a sustained recovery in the province.

We were ecstatic to learn earlier in the year that Imperial Oil had chosen to vacate Calgary's downtown core and relocate to the new Quarry Park suburban office complex in Calgary's southeast. Quarry Park is a short 3 kilometres from our Deerfoot Inn & Casino. We are optimistic that the rapidly filling Quarry Park will translate into additional business for us specifically in the hotel and convention areas.

Growth in Grande Prairie has flattened and we expect it to remain flat into 2013 with continued low commodity prices for natural gas. Efforts to accelerate liquefied natural gas projects on the Pacific coast will improve the situation, but these too are long lead time solutions with significant risk. Work continues on the new Grande Prairie hospital adjacent to the Company's hotel and casino operations. The design was recently expanded by 86,000 square feet, 32 rooms and \$100 million. Opening of the new facility, however, has also been pushed out to 2017. When completed the facility will attract added exposure to our properties and provide spin off benefits during construction and thereafter.

The Alberta economy will continue to be the most significant driver of growth for the Company. Simply put, if the province can continue to provide high income jobs attracting increased population, the Company will benefit from greater consumer spending on hospitality and gaming.

### 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, smoke-free 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.

In February of 2012 the Board of the AGLC approved a three-year moratorium on the licensing of new casino facilities, with an option to extend the moratorium for an additional two years at the end of the three-year period. The AGLC will not accept any new applications during this moratorium period.

Special interest groups routinely lobby government on a host of matters. Gaming is a subject of high public interest 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

Deerfoot is a unique facility in the Calgary market being the only casino to also offer full service hotel and convention facilities. Within a block of the Deerfoot is a limited service hotel owned and operated by a related party to the Company. This limited service hotel was built to compliment Deerfoot. It does so by providing cost conscious clientele who would otherwise not stay at the higher cost Deerfoot an option closer to our casino than competitor properties. Furthermore, Deerfoot is now able to attract larger convention events with the additional room capacity available down the block.

The closest competition to Deerfoot's casino operations in Calgary remains a First Nations casino 14 kilometres to the west. This casino recently announced a three phased expansion including added gaming floor space to open in spring of 2013, 2,000 seat entertainment centre opening in winter of 2013 and a 178 room hotel to be completed in fall of 2014. We do not see any of the proposed expansion plans as a significant change to the competitive landscape. We know our gaming and food and beverage customer base is proven to be those who live and work closest to our facilities and that this proposed new First Nations hotel will cater to a completely different geographical market. The planned size of their entertainment centre will require a significantly different entertainment offering than we currently have capacity for at Deerfoot.

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 racino with off-track betting and 99 slot machines. The Company has recently initiated plans to expand and improve the facility's food and entertainment area and update the casino's exterior in an effort to attract new patrons.

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.

Management is not aware of any competitive hotel developments or gaming expansions that could have a material effect on the Company's operations.

## International Financial Reporting Standards (IFRS)

### New standards

#### i) IFRS 7, Financial Instruments - Disclosures

In October 2010 the IASB amended IFRS 7, Financial Instruments: Disclosures ("IFRS 7"). This amendment enhances disclosure requirements to aid financial statement users in evaluating the nature of, and risks associated with, an entity's continuing involvement in derecognized financial assets. The amendment is effective for the Company's interim and annual consolidated financial statements commencing January 1, 2012. The Company has assessed the impact of this amendment and there is no impact on the consolidated financial statements.

#### ii) IAS 12, Deferred Taxes - Recovery of Underlying Assets

In December 2010, the IASB amended IAS 12, Deferred Tax: Recovery of Underlying Assets ("IAS 12"). IAS 12 includes a rebuttal presumption which determines that the deferred tax on the depreciable component of an investment property measured using the fair value model from IAS 40, Investment Property should be based on its carrying amount being recovered through a sale. The standard has also been amended to include the requirement that deferred tax on non-depreciable assets measured using the revaluation model in IAS 16, Property, Plant and Equipment ("IAS 16") should be measured on the sale basis. The Company has assessed the impact of this amendment and there is no impact on the consolidated financial statements.

#### iii) IAS 1, Presentation of Financial Statements

In June 2011, the IASB amended IAS 1, Presentation of Financial Statements ("IAS 1"). This amendment requires an entity to separately present the items of other comprehensive income ("OCI") as items that may or may not need to be reclassified to profit and loss. The Company has assessed the impact of this amendment and there is no impact on the consolidated financial statements.

### New standards and interpretations not yet adopted

The following accounting pronouncements are effective for the Company's interim and annual consolidated financial statements commencing on or after January 1, 2013. The Company is assessing the impact of these pronouncements on its consolidated financial statements:

#### i) IFRS 10, Consolidated Financial Statements

In May 2011, the IASB issued IFRS 10, Consolidated Financial Statements ("IFRS 10"). IFRS 10, which replaces the consolidation requirements of SIC-12 Consolidation-Special Purpose Entities and IAS 27 Consolidated and Separate Financial Statements, establishes principles for the presentation and preparation of consolidated financial statements when an entity controls one or more other entities.

#### ii) IFRS 11, Joint Arrangements

In May 2011, the IASB issued IFRS 11, Joint Arrangements ("IFRS 11"). IFRS 11, which replaces the guidance in IAS 31, Interests in Joint Ventures, provides for a more realistic reflection of joint arrangements by focusing on the rights and obligations of the arrangement, rather than its legal form (as is currently the case). The standard addresses inconsistencies in the reporting of joint arrangements by requiring interests in jointly controlled entities to be accounted for using the equity method.

iii) IFRS 12, Disclosure of Interests in Other Entities

In May 2011, the IASB issued IFRS 12, Disclosure of Interests in Other Entities ("IFRS 12"). IFRS 12 establishes new and comprehensive disclosure requirements for all forms of interests in other entities, including subsidiaries, joint arrangements, associates and unconsolidated structured entities.

iv) IFRS 13, Fair Value Measurement

In May 2011, the IASB issued IFRS 13, Fair Value Measurement ("IFRS 13"). IFRS 13 replaces the fair value guidance contained in individual IFRS with a single source of fair value measurement guidance. The standard also requires disclosures that enable users to assess the methods and inputs used to develop fair value measurements.

v) Amendment to IAS 19, Employee Benefits

In June 2011, the IASB amended IAS 19, Employee Benefits ("IAS 19"). This amendment eliminates the concept of return on plan assets and interest cost (income) and replaces them with a net interest cost that is calculated by multiplying the discount rate by the net liability (asset). The amendment also eliminates the use of the "corridor" approach and mandates all remeasurement impacts be recognized in OCI. It also enhances the disclosure requirements, providing better information about the characteristics of defined benefit plans and the risk that entities are exposed to through participation in those plans.

vi) Amendments to IAS 27, Separate Financial Statements

In May 2011, the IASB amended IAS 27, Separate Financial Statements ("IAS 27"). This amendment removes the requirements for consolidated statements from IAS 27, and moves it over to IFRS 10, Consolidated Financial Statements. The amendment mandates that when a company prepares separate financial statements, investment in subsidiaries, associates, and jointly controlled entities are to be accounted for using either the cost method or in accordance with IFRS 9, Financial Instruments. In addition, this amendment determines the treatment for recognizing dividends, the treatment of certain group reorganizations, and some disclosure requirements.

vii) Amendments to IAS 28, Investments in Associates and Joint Ventures

In May 2011, the IASB amended IAS 28, Investments in Associates and Joint Ventures ("IAS 28"). This amendment requires any retained portion of an investment in an associate or joint venture that has not been classified as held for sale to be measured using the equity method until disposal. After disposal, if the retained interest continues to be an associate or joint venture, the amendment requires it to continue to be accounted for under the equity method. The amendment also disallows the remeasurement of any retained interest in an investment upon the cessation of significant influence or joint control.

viii) Amendments to IAS 32 and IFRS 7, 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 amendments to IFRS 7 contain new disclosure requirements for financial assets and liabilities that are: offset in the statement of financial position; or subject to master netting arrangements or similar arrangements. The effective date for the amendments to IAS 32 is annual periods beginning on or after January 1, 2014 and for the amendments to IFRS 7 is annual periods beginning on or after January 1, 2013.

The following accounting pronouncements are effective for the Company's interim and annual consolidated financial statements commencing on or after January 1, 2015. The Company is assessing the impact of these pronouncements on its consolidated financial statements:



ix) IFRS 9, Financial Instruments

This Standard is effective for periods beginning on or after January 1, 2015 and is part of a wider project to replace IAS 39, Financial Instruments: Recognition and Measurement. IFRS 9 replaces the current multiple classification categories: amortized cost and fair value. The basis of classification depends on the Company's business model and the contractual cash flow characteristics of the financial asset or liability. The guidance in IAS 39 on impairment of financial assets and hedge accounting continues to apply.

**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](http://www.sedar.com). Additional information about the Company can be found at [www.gamehost.ca](http://www.gamehost.ca).





**Annual Consolidated Financial Statements  
for the twelve months ended December 31, 2012**

\* I.G. HILLS, CA  
\* D.G. OSZLI, B. Comm., FCA, CA\*CIA, CMA  
\* R.M. MONEA, B. Comm., CA  
\* K.G. McPHEDRAN, 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, 2012 and December 31, 2011 and the consolidated statements of profit and comprehensive profit, 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, 2012, and December 31, 2011, 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 12, 2013

*Heywood Holmes & Partners LLP*

Chartered Accountants

## Consolidated statements of profit and comprehensive income

In Canadian dollars

|   | Note  | (audited)                       |                      | (unaudited)                    |                     |
|---|-------|---------------------------------|----------------------|--------------------------------|---------------------|
|   |       | twelve months ended December 31 |                      | three months ended December 31 |                     |
|   |       | 2012                            | 2011                 | 2012                           | 2011                |
| Operating revenue                                       | 6     | \$ 76,557,136                   | \$ 71,989,151        | \$ 19,795,024                  | \$ 18,957,496       |
| Cost of sales   |       |                                 |                      |                                |                     |
| Other   | 5, 20 | (38,584,088)                    | (37,432,038)         | (10,245,325)                   | (9,863,356)         |
| Depreciation  | 15    | (2,234,657)                     | (2,355,818)          | (617,059)                      | (591,336)           |
|   |       | (40,818,745)                    | (39,787,856)         | (10,862,384)                   | (10,454,692)        |
| <b>Gross profit</b>                                     |       | <b>35,738,391</b>               | <b>32,201,295</b>    | <b>8,932,640</b>               | <b>8,502,804</b>    |
| Other income  | 7     | 247,621                         | 240,386              | 67,475                         | 68,257              |
| Administrative expenses                                 |       |                                 |                      |                                |                     |
| Other   | 8, 20 | (2,927,729)                     | (2,959,443)          | (681,321)                      | (750,388)           |
| Depreciation  | 15    | (2,270,928)                     | (2,663,731)          | (567,732)                      | (682,823)           |
|   |       | (5,198,657)                     | (5,623,174)          | (1,249,053)                    | (1,433,211)         |
| <b>Profit from operating activities</b>                 |       | <b>30,787,355</b>               | <b>26,818,507</b>    | <b>7,751,062</b>               | <b>7,137,850</b>    |
| Other (losses) gains                                    | 9     | (62,814)                        | 1,677                | (62,814)                       | 1,677               |
| Finance income  | 10    | 90,783                          | 82,542               | 24,781                         | 21,893              |
| Finance costs   | 10    | (4,141,730)                     | (5,586,935)          | (1,020,092)                    | (1,238,534)         |
| <b>Profit before income taxes</b>                       |       | <b>26,673,594</b>               | <b>21,315,791</b>    | <b>6,692,937</b>               | <b>5,922,886</b>    |
| Income tax expense                                      | 11    | (5,184,063)                     | (5,301,001)          | (762,242)                      | (2,984,706)         |
| <b>Profit and comprehensive income</b>                  |       | <b>\$ 21,489,531</b>            | <b>\$ 16,014,790</b> | <b>\$ 5,930,695</b>            | <b>\$ 2,938,180</b> |
| <b>Profit and comprehensive income attributable to:</b> |       |                                 |                      |                                |                     |
| Owners of the Company                                   |       | \$ 20,123,155                   | \$ 14,860,454        | \$ 5,578,043                   | \$ 2,618,808        |
| Non-controlling interest                                |       | 1,366,376                       | 1,154,336            | 352,652                        | 319,372             |
|   |       | \$ 21,489,531                   | \$ 16,014,790        | \$ 5,930,695                   | \$ 2,938,180        |
| <b>Earnings per share</b>                               | 12    |                                 |                      |                                |                     |
| Basic and diluted earnings per share                    |       | \$ 0.919                        | \$ 0.702             | \$ 0.248                       | \$ 0.123            |

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

## Consolidated statements of financial position

In Canadian dollars

Note

|   |    | (audited)             | (audited)             |
|---|----|-----------------------|-----------------------|
|   |    | December 31, 2012     | December 31, 2011     |
| <b>Assets</b>                             |    |                       |                       |
| <b>Current assets</b>                     |    |                       |                       |
| Cash                                      |    | \$ 19,727,457         | \$ 17,733,971         |
| Restricted cash                           | 13 | 90,160                | 24,490                |
| Trade and other receivables               |    | 1,959,053             | 1,670,369             |
| Inventories                               | 14 | 574,095               | 548,426               |
| Prepaid expenses                          |    | 428,030               | 334,839               |
|   |    | <u>22,778,795</u>     | <u>20,312,095</u>     |
| <b>Non-current assets</b>                 |    |                       |                       |
| Property, plant and equipment             | 15 | 79,128,665            | 82,943,421            |
| Intangible assets                         | 16 | 76,890,798            | 76,890,798            |
| Investment property                       | 17 | 2,820,000             | 2,820,000             |
| Deferred tax assets                       | 11 | 62,898                | 1,382,951             |
|   |    | <u>158,902,361</u>    | <u>164,037,170</u>    |
|   |    | <u>\$ 181,681,156</u> | <u>\$ 184,349,265</u> |
| <b>Liabilities</b>                        |    |                       |                       |
| <b>Current liabilities</b>                |    |                       |                       |
| Trade and other payables                  |    | \$ 4,142,991          | \$ 4,300,483          |
| Loans and borrowings                      | 18 | 20,634,563            | 26,946,719            |
| Income tax payable                        | 11 | 4,596,447             | -                     |
| Dividends payable                         | 19 | 1,659,195             | 1,547,011             |
|   |    | <u>31,033,196</u>     | <u>32,794,213</u>     |
| <b>Non-current liabilities</b>            |    |                       |                       |
| Loans and borrowings                      | 18 | 27,773,161            | 44,959,139            |
| Deferred tax liabilities                  | 11 | 11,988,542            | 12,720,979            |
|   |    | <u>39,761,703</u>     | <u>57,680,118</u>     |
|   |    | <u>70,794,899</u>     | <u>90,474,331</u>     |
| <b>Equity</b>                             |    |                       |                       |
| Share capital                             | 19 | 149,772,417           | 132,061,681           |
| Contributed surplus                       |    | 2,820,238             | 4,427,899             |
| Deficit                                   |    | (49,937,641)          | (50,712,063)          |
| <b>Equity attributable to the Company</b> |    | <u>102,655,014</u>    | <u>85,777,517</u>     |
| <b>Non-controlling interest</b>           |    | <u>8,231,243</u>      | <u>8,097,417</u>      |
|   |    | <u>110,886,257</u>    | <u>93,874,934</u>     |
|   |    | <u>\$ 181,681,156</u> | <u>\$ 184,349,265</u> |

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

|                   |    |
|-------------------|----|
| Guarantees        | 18 |
| Commitments       | 21 |
| Subsequent events | 25 |

On behalf of the Board:

(signed, David J. Will)

David J. Will, Director

(signed, Darcy J. Will)

Darcy J. Will, Director

# Consolidated statements of changes in equity

In Canadian dollars

Note

(audited)

|   |    | Share capital         | Contributed surplus | Deficit                | Total                 | Non-controlling interest | Total equity          |
|---|----|-----------------------|---------------------|------------------------|-----------------------|--------------------------|-----------------------|
| <b>Equity as at January 1, 2011</b>                                     |    | \$ 132,533,714        | \$ 4,893,001        | \$ (46,939,661)        | \$ 90,487,054         | \$ 8,059,081             | \$ 98,546,135         |
| Profit and comprehensive income   |    | -                     | -                   | 14,860,454             | 14,860,454            | 1,154,336                | 16,014,790            |
| Dividends to owners of the Company                                      | 19 | -                     | -                   | (18,632,856)           | (18,632,856)          | -                        | (18,632,856)          |
| Distributions to non-controlling interest                               |    | -                     | -                   | -                      | -                     | (1,116,000)              | (1,116,000)           |
| Shares repurchased for cancellation                                     |    | (5,446,935)           | -                   | -                      | (5,446,935)           | -                        | (5,446,935)           |
| Conversion of debentures into common shares                             |    | 4,509,800             | -                   | -                      | 4,509,800             | -                        | 4,509,800             |
| Debenture conversion privilege on debentures converted to common shares |    | 465,102               | (465,102)           | -                      | -                     | -                        | -                     |
| <b>Equity as at December 31, 2011</b>                                   |    | <b>\$ 132,061,681</b> | <b>\$ 4,427,899</b> | <b>\$ (50,712,063)</b> | <b>\$ 85,777,517</b>  | <b>\$ 8,097,417</b>      | <b>\$ 93,874,934</b>  |
| Profit and comprehensive income   |    | -                     | -                   | 20,123,155             | 20,123,155            | 1,366,376                | 21,489,531            |
| Dividends to owners of the Company                                      | 19 | -                     | -                   | (19,348,733)           | (19,348,733)          | -                        | (19,348,733)          |
| Distributions to non-controlling interest                               |    | -                     | -                   | -                      | -                     | (1,232,550)              | (1,232,550)           |
| Shares repurchased for cancellation                                     | 19 | (1,967,600)           | -                   | -                      | (1,967,600)           | -                        | (1,967,600)           |
| Conversion of debentures into common shares                             | 19 | 18,070,675            | -                   | -                      | 18,070,675            | -                        | 18,070,675            |
| Debenture conversion privilege on debentures converted to common shares | 19 | 1,607,661             | (1,607,661)         | -                      | -                     | -                        | -                     |
| <b>Equity as at December 31, 2012</b>                                   |    | <b>\$ 149,772,417</b> | <b>\$ 2,820,238</b> | <b>\$ (49,937,641)</b> | <b>\$ 102,655,014</b> | <b>\$ 8,231,243</b>      | <b>\$ 110,886,257</b> |

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

## Consolidated statements of cash flows

In Canadian dollars

Note

|   |    | <i>(audited)</i>                |               | <i>(unaudited)</i>             |               |
|---|----|---------------------------------|---------------|--------------------------------|---------------|
|   |    | twelve months ended December 31 |               | three months ended December 31 |               |
|   |    | 2012                            | 2011          | 2012                           | 2011          |
| <b>Cash provided by (used in):</b>                  |    |                                 |               |                                |               |
| <b>Operating activities</b>                         |    |                                 |               |                                |               |
| Profit and comprehensive income                     |    | \$ 21,489,531                   | \$ 16,014,790 | \$ 5,930,695                   | \$ 2,938,180  |
| Adjustments for non-cash items:                     |    |                                 |               |                                |               |
| Depreciation of property, plant and equipment       | 15 | 4,505,585                       | 5,019,549     | 1,184,791                      | 1,274,159     |
| Finance costs                                       | 10 | 4,141,730                       | 5,586,935     | 1,020,092                      | 1,238,534     |
| Other gains   | 9  | 62,814                          | (1,677)       | 62,814                         | (1,677)       |
| Income tax expense                                  | 11 | 5,184,063                       | 5,301,001     | 762,242                        | 2,984,706     |
|   |    | 35,383,723                      | 31,920,598    | 8,960,634                      | 8,433,902     |
| Change in:  |    |                                 |               |                                |               |
| Trade and other receivables                         |    | (288,684)                       | (279,159)     | (224,569)                      | (359,581)     |
| Inventories   |    | (25,669)                        | (49,078)      | (107,524)                      | (25,890)      |
| Prepaid expenses                                    |    | (93,191)                        | (76,051)      | 206,009                        | 348,808       |
| Trade and other payables                            |    | 253,989                         | 14,541        | (77,460)                       | (41,496)      |
| Finance costs paid                                  |    | (3,924,198)                     | (5,188,394)   | (254,940)                      | (292,390)     |
| <b>Net cash provided by operating activities</b>    |    | 31,305,970                      | 26,342,457    | 8,502,150                      | 8,063,353     |
| <b>Investing activities</b>                         |    |                                 |               |                                |               |
| Purchase of property, plant and equipment           | 15 | (462,093)                       | (313,897)     | (162,488)                      | (71,908)      |
| Proceeds from sale of property, plant and equipment |    | -                               | 2,857         | -                              | 2,857         |
| <b>Net cash (used in) investing activities</b>      |    | (462,093)                       | (311,040)     | (162,488)                      | (69,051)      |
| <b>Financing activities</b>                         |    |                                 |               |                                |               |
| Proceeds of loans and borrowings                    |    | 4,050,000                       | 4,000,000     | 1,600,000                      | 4,000,000     |
| Payments on loans and borrowings                    |    | (10,463,689)                    | (2,357,802)   | (2,218,172)                    | (592,334)     |
| Distributions to non-controlling interest           |    | (1,232,550)                     | (1,116,000)   | (198,000)                      | (288,000)     |
| Distributions to fund unit holders                  |    | -                               | (862,972)     | -                              | -             |
| Dividends paid                                      |    | (19,236,552)                    | (17,085,845)  | (4,949,421)                    | (4,688,561)   |
| Share repurchases                                   |    | (1,967,600)                     | (5,446,935)   | -                              | (4,746,940)   |
| <b>Net cash (used in) financing activities</b>      |    | (28,850,391)                    | (22,869,554)  | (5,765,593)                    | (6,315,835)   |
| <b>Net increase in cash</b>                         |    | 1,993,486                       | 3,161,863     | 2,574,069                      | 1,678,467     |
| Opening cash  |    | 17,733,971                      | 14,572,108    | 17,153,388                     | 16,055,504    |
| <b>Closing cash</b>                                 |    | \$ 19,727,457                   | \$ 17,733,971 | \$ 19,727,457                  | \$ 17,733,971 |

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

**Notes to the consolidated financial statements  
for the twelve months ended December 31, 2012 (audited)**

**1 Reporting entity**

Gamehost Inc. (the "Company") is incorporated in Canada under the Business Company's Act (Alberta). 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, 2012 (the "Period" or "Year") are comprised of the Company, its wholly owned subsidiaries and its 91% controlling interest in Deerfoot Inn & Casino Inc. ("Deerfoot"). The Company's activities are currently confined to the Province of Alberta, Canada. Operations include the Deerfoot Inn & Casino in Calgary, Boomtown Casino in Ft. 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 with pub and a liquor store. 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 and 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" or "Standards"), as issued by the International Accounting Standards Board ("IASB"). The policies applied in preparation of these consolidated financial statements are described in note 3 to the consolidated financial statements and have been applied consistently across all entities being consolidated.

These consolidated financial statements have been prepared by management. In management's opinion, they include all adjustments necessary to present fairly such information. These consolidated financial statements were authorized for issue by the Board of Directors on March 12, 2013.

**(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.

**(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)], the fair value of investment property [note 3(g)] and the variables in determining the debenture conversion privilege reported as contributed surplus [note 18].

**Notes to the consolidated financial statements  
for the twelve months ended December 31, 2012 (audited)**

**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)(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.



**Notes to the consolidated financial statements  
for the twelve months ended December 31, 2012 (audited)**

**3 Significant accounting policies (cont.)**

**(b) Financial instruments**

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

| Financial asset/liability   | Classification              | Measurement |                |
|-----------------------------|-----------------------------|-------------|----------------|
|                             |                             | Fair Value  | 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 |             | ✓              |

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 expire.

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.

**Notes to the consolidated financial statements  
for the twelve months ended December 31, 2012 (audited)**

**3 Significant accounting policies (cont.)**

iii) Other financial liabilities

The Company initially recognizes other financial liabilities 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 comprise: loans and borrowings and trade and other payables.

iv) 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.

v) 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.

vi) Compound financial instruments

Compound financial instruments issued by the Company comprise its 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.

**Notes to the consolidated financial statements  
for the twelve months ended December 31, 2012 (audited)**

**3 Significant accounting policies (cont.)**

**(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.

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 periods are as follows:

|                                   |                                |
|-----------------------------------|--------------------------------|
| Land Improvements                 | - 2% straight line             |
| Buildings                         | - 4% - 5% declining balance    |
| Leaseholds                        | - 5 to 10 years straight line  |
| Furniture, fixtures and equipment | - 20% - 100% declining balance |

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

**Notes to the consolidated financial statements  
for the twelve months ended December 31, 2012 (audited)**

**3 Significant accounting policies (cont.)**

**(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.

**(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.

**Notes to the consolidated financial statements  
for the twelve months ended December 31, 2012 (audited)**

**3 Significant accounting policies (cont.)**

**(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.

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.

**Notes to the consolidated financial statements  
for the twelve months ended December 31, 2012 (audited)**

**3 Significant accounting policies (cont.)**

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 comprises 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.

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 deferred 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 periods 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.

**Notes to the consolidated financial statements  
for the twelve months ended December 31, 2012 (audited)**

**3 Significant accounting policies (cont.)**

**(l) 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 the profit or loss in the period they are incurred.

*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.



**Notes to the consolidated financial statements  
for the twelve months ended December 31, 2012 (audited)**

**3 Significant accounting policies (cont.)**

**(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, adjusted for the effects of all dilutive potential common shares, which comprise 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.

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 period to acquire property, plant and equipment, and intangible assets other than goodwill.

**(q) New Standards**

i) IFRS 7, *Financial Instruments - Disclosures*

In October 2010 the IASB amended IFRS 7, Financial Instruments: Disclosures ("IFRS 7"). This amendment enhances disclosure requirements to aid financial statement users in evaluating the nature of, and risks associated with, an entity's continuing involvement in derecognized financial assets. The amendment is effective for the Company's interim and annual consolidated financial statements commencing January 1, 2012. The Company has assessed the impact of this amendment and there is no impact on the consolidated financial statements.

ii) IAS 12, *Deferred Taxes - Recovery of Underlying Assets*

In December 2010, the IASB amended IAS 12, Deferred Tax: Recovery of Underlying Assets ("IAS 12"). IAS 12 includes a rebuttal presumption which determines that the deferred tax on the depreciable component of an investment property measured using the fair value model from IAS 40, Investment Property should be based on its carrying amount being recovered through a sale. The standard has also been amended to include the requirement that deferred tax on non-depreciable assets measured using the revaluation model in IAS 16, Property, Plant and Equipment ("IAS 16") should be measured on the sale basis. The Company has assessed the impact of this amendment and there is no impact on the consolidated financial statements.

iii) IAS 1, *Presentation of Financial Statements*

In June 2011, the IASB amended IAS 1, Presentation of Financial Statements ("IAS 1"). This amendment requires an entity to separately present the items of other comprehensive income ("OCI") as items that may or may not need to be reclassified to profit and loss. The Company has assessed the impact of this amendment and there is no impact on the consolidated financial statements.



**Notes to the consolidated financial statements  
for the twelve months ended December 31, 2012 (audited)**

**3 Significant accounting policies (cont.)**

**(r) New Standards and interpretations not yet adopted**

The following accounting pronouncements are effective for the Company's interim and annual consolidated financial statements commencing on or after January 1, 2013. The Company is assessing the impact of these pronouncements on its consolidated financial statements:

i) IFRS 10, *Consolidated Financial Statements*

In May 2011, the IASB issued IFRS 10, Consolidated Financial Statements ("IFRS 10"). IFRS 10, which replaces the consolidation requirements of SIC-12 Consolidation-Special Purpose Entities and IAS 27 Consolidated and Separate Financial Statements, establishes principles for the presentation and preparation of consolidated financial statements when an entity controls one or more other entities.

ii) IFRS 11, *Joint Arrangements*

In May 2011, the IASB issued IFRS 11, Joint Arrangements ("IFRS 11"). IFRS 11, which replaces the guidance in IAS 31, Interests in Joint Ventures, provides for a more realistic reflection of joint arrangements by focusing on the rights and obligations of the arrangement, rather than its legal form (as is currently the case). The standard addresses inconsistencies in the reporting of joint arrangements by requiring interests in jointly controlled entities to be accounted for using the equity method.

iii) IFRS 12, *Disclosure of Interests in Other Entities*

In May 2011, the IASB issued IFRS 12, Disclosure of Interests in Other Entities ("IFRS 12"). IFRS 12 establishes new and comprehensive disclosure requirements for all forms of interests in other entities, including subsidiaries, joint arrangements, associates and unconsolidated structured entities.

iv) IFRS 13, *Fair Value Measurement*

In May 2011, the IASB issued IFRS 13, Fair Value Measurement ("IFRS 13"). IFRS 13 replaces the fair value guidance contained in individual IFRS with a single source of fair value measurement guidance. The standard also requires disclosures that enable users to assess the methods and inputs used to develop fair value measurements.

v) Amendment to IAS 19, *Employee Benefits*

In June 2011, the IASB amended IAS 19, Employee Benefits ("IAS 19"). This amendment eliminates the concept of return on plan assets and interest cost (income) and replaces them with a net interest cost that is calculated by multiplying the discount rate by the net liability (asset). The amendment also eliminates the use of the "corridor" approach and mandates all remeasurement impacts be recognized in OCI. It also enhances the disclosure requirements, providing better information about the characteristics of defined benefit plans and the risk that entities are exposed to through participation in those plans.

vi) Amendments to IAS 27, *Separate Financial Statements*

In May 2011, the IASB amended IAS 27, Separate Financial Statements ("IAS 27"). This amendment removes the requirements for consolidated statements from IAS 27, and moves it over to IFRS 10, Consolidated Financial Statements. The amendment mandates that when a company prepares separate financial statements, investment in subsidiaries, associates, and jointly controlled entities are to be accounted for using either the cost method or in accordance with IFRS 9, Financial Instruments. In addition, this amendment determines the treatment for recognizing dividends, the treatment of certain group reorganizations, and some disclosure requirements.

**Notes to the consolidated financial statements  
for the twelve months ended December 31, 2012 (audited)**

**i) Significant accounting policies (cont.)**

vii) Amendments to IAS 28, *Investments in Associates and Joint Ventures*

In May 2011, the IASB amended IAS 28, Investments in Associates and Joint Ventures ("IAS 28"). This amendment requires any retained portion of an investment in an associate or joint venture that has not been classified as held for sale to be measured using the equity method until disposal. After disposal, if the retained interest continues to be an associate or joint venture, the amendment requires it to continue to be accounted for under the equity method. The amendment also disallows the remeasurement of any retained interest in an investment upon the cessation of significant influence or joint control.

viii) Amendments to IAS 32 and IFRS 7, *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 amendments to IFRS 7 contain new disclosure requirements for financial assets and liabilities that are: offset in the statement of financial position; or subject to master netting arrangements or similar arrangements. The effective date for the amendments to IAS 32 is annual periods beginning on or after January 1, 2014 and for the amendments to IFRS 7 is annual periods beginning on or after January 1, 2013.

The following accounting pronouncements are effective for the Company's interim and annual consolidated financial statements commencing on or after January 1, 2015. The Company is assessing the impact of these pronouncements on its consolidated financial statements:

ix) IFRS 9, *Financial Instruments*

This Standard is effective for periods beginning on or after January 1, 2015 and is part of a wider project to replace IAS 39, Financial Instruments: Recognition and Measurement. IFRS 9 replaces the current multiple classification categories: amortized cost and fair value. The basis of classification depends on the Company's business model and the contractual cash flow characteristics of the financial asset or liability. The guidance in IAS 39 on impairment of financial assets and hedge accounting continues to apply.

**Notes to the consolidated financial statements  
for the twelve months ended December 31, 2012 (audited)**

**4 Operating segments**

The Company has three reportable segments: gaming operations, hotel operations and food and beverage operations. The gaming operations include three casinos offering slot, VLT, lotto and table games. The hotel operations include two hotels catering to the casino players and mid range clients. The food and beverage operations are located within the casinos and hotels as a further compliment to those operations.

| twelve months ended December 31, 2012  | Gaming     | Hotel      | Food &<br>Beverage | Corporate and<br>other <sup>(1)</sup> | Total       |
|--|------------|------------|--------------------|---------------------------------------|-------------|
| Operating revenue and other income     | 43,840,417 | 13,540,478 | 19,169,678         | 254,184                               | 76,804,757  |
| Other gains (losses)                   | -          | -          | -                  | (62,814)                              | (62,814)    |
| Finance costs, net of finance (income) | 2,246,654  | 1,028,067  | 866,527            | (90,301)                              | 4,050,947   |
| Depreciation                           | 1,620,432  | 2,035,321  | 847,561            | 2,271                                 | 4,505,585   |
| Other expenses                         | 18,886,625 | 6,122,747  | 12,307,590         | 4,194,855                             | 41,511,817  |
| Profit before income tax               | 21,086,706 | 4,354,343  | 5,148,000          | (3,915,455)                           | 26,673,594  |
| Segment assets                         | 83,305,097 | 68,074,674 | 26,912,256         | 3,389,129                             | 181,681,156 |
| Segment liabilities                    | 24,485,553 | 17,007,179 | 10,147,458         | 19,154,709                            | 70,794,899  |
| Capital expenditures                   | 273,055    | 79,557     | 102,897            | 6,584                                 | 462,093     |
| twelve months ended December 31, 2011  | Gaming     | Hotel      | Food &<br>Beverage | Corporate and<br>other <sup>(1)</sup> | Total       |
| Operating revenue and other income     | 41,450,066 | 12,515,271 | 17,997,626         | 266,574                               | 72,229,537  |
| Other gains (losses)                   | -          | -          | -                  | 1,677                                 | 1,677       |
| Finance costs, net of finance (income) | 3,071,875  | 1,355,521  | 1,159,017          | (82,020)                              | 5,504,393   |
| Depreciation                           | 1,777,942  | 2,298,378  | 940,566            | 2,663                                 | 5,019,549   |
| Other expenses                         | 18,582,976 | 5,874,445  | 11,893,968         | 4,040,092                             | 40,391,481  |
| Profit before income tax               | 18,017,273 | 2,986,927  | 4,004,075          | (3,692,484)                           | 21,315,791  |
| Segment assets                         | 82,516,075 | 69,689,793 | 27,427,658         | 4,715,739                             | 184,349,265 |
| Segment liabilities                    | 36,180,565 | 23,779,935 | 14,750,482         | 15,763,349                            | 90,474,331  |
| Capital expenditures                   | 126,311    | 80,986     | 32,600             | 74,000                                | 313,897     |

<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.

**Notes to the consolidated financial statements  
for the twelve months ended December 31, 2012 (audited)**

**5 Cost of sales by nature**

|                                  | twelve months ended<br>December 31 |            | three months ended<br>December 31 |           |
|----------------------------------|------------------------------------|------------|-----------------------------------|-----------|
| Cost of sales - Other            | 2012                               | 2011       | 2012                              | 2011      |
| Food and beverage inventory used | 4,763,747                          | 4,634,710  | 1,343,140                         | 1,282,306 |
| Human resources [note 5 (a)]     | 19,313,224                         | 18,681,272 | 5,011,659                         | 4,828,214 |
| Marketing & Promotions           | 3,025,986                          | 3,037,239  | 787,901                           | 715,954   |
| Operating                        | 9,191,726                          | 9,073,010  | 2,494,330                         | 2,518,705 |
| Direct overhead and other        | 2,289,405                          | 2,005,807  | 608,295                           | 518,177   |
|                                  | 38,584,088                         | 37,432,038 | 10,245,325                        | 9,863,356 |

**5(a) Human resources**

|                                       | twelve months ended<br>December 31 |            | three months ended<br>December 31 |           |
|---------------------------------------|------------------------------------|------------|-----------------------------------|-----------|
| Human resources                       | 2012                               | 2011       | 2012                              | 2011      |
| Wages and salaries                    | 16,825,021                         | 16,314,610 | 4,402,186                         | 4,251,285 |
| Canada pension plan remittances       | 726,814                            | 714,704    | 163,742                           | 148,650   |
| Employment Insurance remittances      | 426,746                            | 399,982    | 98,655                            | 103,994   |
| Other human resource related expenses | 1,334,643                          | 1,251,976  | 347,076                           | 324,285   |
|                                       | 19,313,224                         | 18,681,272 | 5,011,659                         | 4,828,214 |

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<br>December 31 |            | three months ended<br>December 31 |            |
|-----------------------|------------------------------------|------------|-----------------------------------|------------|
| Revenue               | 2012                               | 2011       | 2012                              | 2011       |
| Sale of goods         | 19,169,678                         | 17,997,626 | 5,592,748                         | 5,092,255  |
| Rendering of services | 57,387,458                         | 53,991,525 | 14,202,276                        | 13,865,241 |
|                       | 76,557,136                         | 71,989,151 | 19,795,024                        | 18,957,496 |

The sale of goods primarily relates to food and beverage revenues while the rendering of services relates to the casino, hotel and ATM revenues.

**7 Other income**

|  | twelve months ended<br>December 31 |          | three months ended<br>December 31 |          |
|--|------------------------------------|----------|-----------------------------------|----------|
| Other income                           | 2012                               | 2011     | 2012                              | 2011     |
| Gross lease revenue                    | 343,251                            | 323,597  | 94,947                            | 87,441   |
| Direct costs                           | (95,630)                           | (83,211) | (27,472)                          | (19,184) |
| Lease revenue from investment property | 247,621                            | 240,386  | 67,475                            | 68,257   |

**Notes to the consolidated financial statements  
for the twelve months ended December 31, 2012 (audited)**

**8 Administrative expenses - by nature**

|                                   | twelve months ended<br>December 31 |           | three months ended<br>December 31 |         |
|-----------------------------------|------------------------------------|-----------|-----------------------------------|---------|
| Administrative expenses - Other   | 2012                               | 2011      | 2012                              | 2011    |
| Corporate salaries                | 391,001                            | 473,098   | 105,069                           | 120,519 |
| Management fees                   | 1,820,351                          | 1,759,677 | 439,174                           | 449,112 |
| Legal and other professional fees | 223,429                            | 231,312   | 36,191                            | 44,074  |
| General and other                 | 492,948                            | 495,356   | 100,887                           | 136,683 |
|                                   | 2,927,729                          | 2,959,443 | 681,321                           | 750,388 |

**9 Other (losses) gains**

|  | twelve months ended<br>December 31 |       | three months ended<br>December 31 |       |
|--|------------------------------------|-------|-----------------------------------|-------|
| Other (losses) gains                                 | 2012                               | 2011  | 2012                              | 2011  |
| (Loss) gain on sale of property, plant and equipment | (62,814)                           | 1,677 | (62,814)                          | 1,677 |
|  | (62,814)                           | 1,677 | (62,814)                          | 1,677 |

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

|  | twelve months ended<br>December 31 |           | three months ended<br>December 31 |           |
|--|------------------------------------|-----------|-----------------------------------|-----------|
| Net finance costs recognized in profit or loss | 2012                               | 2011      | 2012                              | 2011      |
| Interest income on bank deposits               | 90,783                             | 82,542    | 24,781                            | 21,893    |
| Finance income                                 | 90,783                             | 82,542    | 24,781                            | 21,893    |
| Debt interest                                  | 2,515,041                          | 3,362,834 | 517,875                           | 807,445   |
| Debt amortization                              | 695,006                            | 1,212,855 | 284,197                           | 191,136   |
| Interest on demand loans                       | 931,683                            | 1,011,246 | 218,020                           | 239,953   |
| Finance costs                                  | 4,141,730                          | 5,586,935 | 1,020,092                         | 1,238,534 |
| Net finance costs recognized in profit or loss | 4,050,947                          | 5,504,393 | 995,311                           | 1,216,641 |

**11 Income tax expense**

Current income tax

| twelve months ended December 31                   | 2012      | 2011      |
|---|-----------|-----------|
| Current tax expense                               |           |           |
| Current period                                    | 4,596,447 | -         |
| Deferred tax expense                              |           |           |
| Origination and reversal of temporary differences | 587,616   | 5,301,001 |
| Income tax expense                                | 5,184,063 | 5,301,001 |

**Notes to the consolidated financial statements  
for the twelve months ended December 31, 2012 (audited)**

**11 Income tax expense (cont.)**

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                                 | 2012        | 2011       |
|---|-------------|------------|
| Profit attributable to owners of the Company                    | 20,123,155  | 14,860,454 |
| Total income tax expense  | 5,184,063   | 5,301,001  |
| Profit excluding income tax                                     | 25,307,218  | 20,161,455 |
| Income tax using Company's domestic tax rate                    | 25%         | 25%        |
| Expected income tax expense                                     | 6,326,805   | 5,040,364  |
| Changes in income tax expense resulting from:                   |             |            |
| Expenses not deductible for tax purposes and non-taxable income | 11,090      | 11,718     |
| Non-capital losses carried forward from prior year              | (106,448)   | -          |
| Other   | (1,047,384) | 248,919    |
| Income tax expense  | 5,184,063   | 5,301,001  |

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:

| twelve months ended December 31   | 2012   |              |              | 2011      |              |              |
|-----------------------------------|--------|--------------|--------------|-----------|--------------|--------------|
|                                   | Assets | Liabilities  | Net          | Assets    | Liabilities  | Net          |
| Debenture issuance costs          | -      | (58,269)     | (58,269)     | -         | (50,871)     | (50,871)     |
| Deferred partnership income       | -      | (3,749,258)  | (3,749,258)  | -         | (4,665,291)  | (4,665,291)  |
| Finance lease obligation          | 62,898 | -            | 62,898       | -         | -            | -            |
| Intangible assets                 | -      | (5,671,506)  | (5,671,506)  | -         | (4,653,788)  | (4,653,788)  |
| Non-capital loss carry forward    | -      | -            | -            | 1,382,951 | -            | 1,382,951    |
| Property, plant and equipment     | -      | (2,509,509)  | (2,509,509)  | -         | (3,351,029)  | (3,351,029)  |
| Deferred tax assets (liabilities) | 62,898 | (11,988,542) | (11,925,644) | 1,382,951 | (12,720,979) | (11,338,028) |

b) Movement in deferred tax balances

| twelve months ended December 31   | 2012         |                      |              | 2011        |                      |              |
|-----------------------------------|--------------|----------------------|--------------|-------------|----------------------|--------------|
|                                   | Opening      | Recognized in profit | Closing      | Opening     | Recognized in profit | Closing      |
| Debenture issuance costs          | (50,871)     | (7,398)              | (58,269)     | 69,574      | (120,445)            | (50,871)     |
| Deferred partnership income       | (4,665,291)  | 916,033              | (3,749,258)  | -           | (4,665,291)          | (4,665,291)  |
| Finance lease obligation          | -            | 62,898               | 62,898       | -           | -                    | -            |
| Intangible assets                 | (4,653,788)  | (1,017,718)          | (5,671,506)  | (3,624,296) | (1,029,492)          | (4,653,788)  |
| Non-capital loss carry forward    | 1,382,951    | (1,382,951)          | -            | 1,382,951   | -                    | 1,382,951    |
| Property, plant and equipment     | (3,351,029)  | 841,520              | (2,509,509)  | (3,865,256) | 514,227              | (3,351,029)  |
| Deferred tax assets (liabilities) | (11,338,028) | (587,616)            | (11,925,644) | (6,037,027) | (5,301,001)          | (11,338,028) |

**Notes to the consolidated financial statements  
for the twelve months ended December 31, 2012 (audited)**

**12 Earnings per share**

Basic earnings per share

The calculation of basic earnings per share at December 31, 2012 was based on the profit attributable to common shareholders and weighted average number of common shares outstanding calculated as follows:

|  | twelve months ended<br>December 31 |            | three months ended<br>December 31 |            |
|--|------------------------------------|------------|-----------------------------------|------------|
|  | 2012                               | 2011       | 2012                              | 2011       |
| Profit attributable to common shareholders                   |                                    |            |                                   |            |
| Profit and comprehensive income                              | 21,489,531                         | 16,014,790 | 5,930,695                         | 2,938,180  |
| Less: attributable to non-controlling interest               | 1,366,376                          | 1,154,336  | 352,652                           | 319,372    |
| Profit attributable to common shareholders                   | 20,123,155                         | 14,860,454 | 5,578,043                         | 2,618,808  |
|  |                                    |            |                                   |            |
|  | twelve months ended<br>December 31 |            | three months ended<br>December 31 |            |
|  | 2012                               | 2011       | 2012                              | 2011       |
| Weighted average number of common shares                     |                                    |            |                                   |            |
| Opening balance of common shares                             | 21,103,292                         | 21,107,553 | 22,469,478                        | 21,288,685 |
| Weighted average effect of debenture conversions             | 901,558                            | 123,659    | 50,156                            | 281,923    |
| Weighted average effect of shares purchased for cancellation | (99,366)                           | (59,494)   | -                                 | (306,021)  |
| Weighted average common shares outstanding                   | 21,905,484                         | 21,171,718 | 22,519,634                        | 21,264,587 |
|  |                                    |            |                                   |            |
| Basic earnings per share                                     | \$ 0.919                           | \$ 0.702   | \$ 0.248                          | \$ 0.123   |

Diluted earnings per share

Potentially dilutive shares from Debentures not yet converted have an anti-dilutive effect on earnings per share.

**13 Restricted cash**

Restricted cash consists of progressive jackpot funds. Progressive jackpots are divided into two pots. The first and larger of the two is reserved for the eventual winner of the jackpot. The second is used to seed the next pot after a jackpot is won. The progressive jackpot funds are not available for use in general operations. Included in accounts payable is \$90,160 (\$24,490 - 2011) relating to progressive jackpots.

**14 Inventories**

|                  | December 31, 2012 | December 31, 2011 |
|------------------|-------------------|-------------------|
| Consumables      | 127,889           | 126,462           |
| Merchandise      | 19,353            | 13,008            |
| Product supplies | 426,853           | 408,956           |
|                  | 574,095           | 548,426           |

Consumables consist of supplies that are used in daily operations including uniforms and cards. Merchandise inventory are promotional items. Product supplies include cigarettes, food and liquor used in the supply of food and beverages. In 2012, consumables, merchandise and product supplies recognized as a cost of sales amounted to \$4,848,404 (\$4,700,303 - 2011). During 2012 and 2011 no inventories were written down, and no reversals of previous write-downs occurred.

**Notes to the consolidated financial statements  
for the twelve months ended December 31, 2012 (audited)**

**15 Property, plant and equipment**

|                                     | Land and<br>other | Land<br>Improvement | Buildings  | Leaseholds | Furniture and<br>equipment (a) | Total       |
|-------------------------------------|-------------------|---------------------|------------|------------|--------------------------------|-------------|
| <b>Cost</b>                         |                   |                     |            |            |                                |             |
| At January 1, 2012                  | 10,859,030        | 3,306,709           | 72,944,357 | 2,491,968  | 19,155,993                     | 108,758,057 |
| Additions                           | -                 | -                   | 123,668    | 156,587    | 473,388                        | 753,643     |
| Disposals                           | -                 | -                   | (102,169)  | -          | (36,609)                       | (138,778)   |
| At December 31, 2012                | 10,859,030        | 3,306,709           | 72,965,856 | 2,648,555  | 19,592,772                     | 109,372,922 |
| <b>Accumulated depreciation</b>     |                   |                     |            |            |                                |             |
| At January 1, 2012                  | -                 | 439,740             | 12,430,088 | 1,456,498  | 11,488,310                     | 25,814,636  |
| Depreciation                        | -                 | 66,134              | 2,508,956  | 253,963    | 1,676,532                      | 4,505,585   |
| Disposals                           | -                 | -                   | (39,387)   | -          | (36,577)                       | (75,964)    |
| At December 31, 2012                | -                 | 505,874             | 14,899,657 | 1,710,461  | 13,128,265                     | 30,244,257  |
| Carrying value at December 31, 2012 | 10,859,030        | 2,800,835           | 58,066,199 | 938,094    | 6,464,507                      | 79,128,665  |

|                                     | Land and<br>other | Land<br>Improvement | Buildings  | Leaseholds | Furniture and<br>equipment | Total       |
|-------------------------------------|-------------------|---------------------|------------|------------|----------------------------|-------------|
| <b>Cost</b>                         |                   |                     |            |            |                            |             |
| At January 1, 2011                  | 10,859,030        | 3,306,709           | 72,895,496 | 2,491,968  | 18,908,738                 | 108,461,941 |
| Additions                           | -                 | -                   | 48,861     | -          | 265,036                    | 313,897     |
| Disposals                           | -                 | -                   | -          | -          | (17,781)                   | (17,781)    |
| At December 31, 2011                | 10,859,030        | 3,306,709           | 72,944,357 | 2,491,968  | 19,155,993                 | 108,758,057 |
| <b>Accumulated depreciation</b>     |                   |                     |            |            |                            |             |
| At January 1, 2011                  | -                 | 373,607             | 9,822,944  | 1,238,648  | 9,375,721                  | 20,810,920  |
| Depreciation                        | -                 | 66,133              | 2,607,144  | 217,850    | 2,128,422                  | 5,019,549   |
| Disposals                           | -                 | -                   | -          | -          | (15,833)                   | (15,833)    |
| At December 31, 2011                | -                 | 439,740             | 12,430,088 | 1,456,498  | 11,488,310                 | 25,814,636  |
| Carrying value at December 31, 2011 | 10,859,030        | 2,866,969           | 60,514,269 | 1,035,470  | 7,667,683                  | 82,943,421  |

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

(a) Includes assets under finance lease acquired in 2012 at a cost of \$291,550, accumulated depreciation of \$29,155 and carrying value of \$262,395.

**16 Intangible assets**

|          | December 31, 2012 | December 31, 2011 |
|----------|-------------------|-------------------|
| Goodwill | 57,890,798        | 57,890,798        |
| Licences | 19,000,000        | 19,000,000        |
|          | 76,890,798        | 76,890,798        |



**Notes to the consolidated financial statements  
for the twelve months ended December 31, 2012 (audited)**

**16 Intangible assets (cont.)**

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.

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 based on marketplace participant assumptions. Cash flows were projected over a ten-year period using historical operating results, zero growth rate, 2% cost inflation in years 5 through 10 and salvage value of land only in year 10. The costs to sell are based on an estimated percentage of the fair value.

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

|                              | December 31, 2012 |                    |                     | December 31, 2011 |                    |                     |
|------------------------------|-------------------|--------------------|---------------------|-------------------|--------------------|---------------------|
|                              | Carrying Value    | Recoverable Amount | Excess (Impairment) | Carrying Value    | Recoverable Amount | Excess (Impairment) |
| Great Northern Casino        | 29,379,659        | 29,450,626         | 70,967              | 29,379,659        | 29,411,092         | 31,433              |
| Boomtown Casino              | 13,199,557        | 51,030,754         | 37,831,197          | 13,199,557        | 50,412,770         | 37,213,213          |
| <sup>1</sup> Deerfoot Casino | 26,655,791        | 45,177,101         | 18,521,310          | 26,655,791        | 50,169,827         | 23,514,036          |
| Deerfoot Hotel               | 7,655,791         | 12,975,284         | 5,319,493           | 7,655,791         | 14,409,241         | 6,753,450           |
|                              | 76,890,798        | 138,633,765        | 61,742,967          | 76,890,798        | 144,402,930        | 67,512,132          |

**17 Investment property**

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

**18 Loans and borrowings**

The Company has a demand loan secured by its land and buildings. 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 a \$13.2 million segment of the loan amortized over 10 years. The remaining \$9.0 million segment of this loan, which includes a \$3.0 million increase secured in October 2012, is available on a revolving basis with interest only payments. \$Nil is drawn on the revolving segment of the loan at December 31, 2012 (\$4,000,000 - December 31, 2011).

In 2010 the Company issued \$55 million in 6.25% Convertible Unsecured Subordinated Debentures ("Debentures") which trade on the Toronto Stock Exchange ("TSX") under the symbol GH.DB. 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 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 the Company for redemption of the Debentures, at the Conversion Price, being a conversion rate of approximately 93.8967 common shares per \$1,000 principal amount of Debentures, subject to adjustment in certain events. Full conversion of the debentures will result in the issue of an additional 5,164,319 Shares. The Company's option to call for redemption is restricted to on or after August 1, 2013 provided proper notice is given and the common share price is at least 125% of the \$10.65 per common share strike price or \$13.31 per common share. On or after August 1, 2014 there are 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 fair value of the conversion feature which is reported as a component of equity.

**Notes to the consolidated financial statements  
for the twelve months ended December 31, 2012 (audited)**

**18 Loans and borrowings (cont.)**

Deerfoot has a demand loan secured by its land and buildings. 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, 2012 | December 31, 2011 |
|---|----------|-------------------|-------------------|
| Credit facilities available at face value |          |                   |                   |
| Demand loan                               |          | 9,950,428         | 11,274,260        |
| Revolving credit lines                    |          | 9,000,000         | 6,000,000         |
| Deerfoot - demand loan                    |          | 10,597,677        | 11,672,459        |
| Finance lease                             |          | 276,474           | -                 |
| Debentures face value                     |          | 31,701,000        | 49,772,000        |
|   |          | 61,525,579        | 78,718,719        |
| Carrying value of borrowed amounts        |          |                   |                   |
| Current liabilities                       |          |                   |                   |
| Finance lease                             |          | 86,458            | -                 |
| Demand loan                               | 2020     | 9,950,428         | 11,274,260        |
| Revolving credit lines                    |          | -                 | 4,000,000         |
| Deerfoot - demand loan                    | 2025     | 10,597,677        | 11,672,459        |
|   |          | 20,634,563        | 26,946,719        |
| Non-current liabilities                   |          |                   |                   |
| Finance lease                             | 2015     | 190,017           | -                 |
| <sup>1</sup> Debentures                   | 2015     | 27,583,144        | 44,959,139        |
|   |          | 48,407,724        | 71,905,858        |
| Interest rate                             |          |                   |                   |
| <sup>2</sup> Demand Loan                  |          | 4.00% (P +1.00%)  | 4.00% (P +1.00%)  |
| <sup>2</sup> Revolving Credit Lines       |          | 4.00% (P +1.00%)  | 4.00% (P +1.00%)  |
| <sup>2</sup> Deerfoot - demand loan       |          | 4.00% (P +1.00%)  | 4.00% (P +1.00%)  |
| Finance lease                             |          | 4.32%             | n/a               |
| Debentures face value                     |          | 6.25%             | 6.25%             |

<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. 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 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 9.4%.

<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%.

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 \$10.6 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.

The Company is required to maintain certain financial covenants with its lender such as cash flow coverage ratios, debt to equity ratios and debt to tangible net worth ratios. All bank covenants have been met as at December 31, 2012. The Company is also required to maintain a minimum continuing net working capital position ("MCNWCP") for the AGLC. The Company's internal minimum working capital requirements are typically more substantial than the AGLC's MCNWP. The Company was well within the MCNWCP requirements of the AGLC as at December 31, 2012.

**Notes to the consolidated financial statements  
for the twelve months ended December 31, 2012 (audited)**

**19 Equity**

|  | December 31, 2012 |             | December 31, 2011 |             |
|--|-------------------|-------------|-------------------|-------------|
|  | Shares            | \$'s        | Shares            | \$'s        |
| Opening number of common shares                                  | 21,103,292        | 132,061,681 | 21,107,553        | 132,533,714 |
| Shares issued on debenture conversions                           | 1,696,777         | 19,678,336  | 490,879           | 4,974,902   |
| Shares purchased for cancellation under normal course issuer bid | (164,400)         | (1,967,600) | (495,140)         | (5,446,935) |
| Ending number of common shares                                   | 22,635,669        | 149,772,417 | 21,103,292        | 132,061,681 |

**Normal course issuer bid**

During the Year, the Company repurchased 9,200 common shares for \$106,750 under a normal course issuer bid that commenced March 10, 2011 and expired March 9, 2012. A new bid commenced April 12, 2012 and will expire April 11, 2013 or such earlier time as the bid is completed or terminated at the option of the Company. During the Year, the Company repurchased 155,200 common shares for \$1,860,850 under the current bid. All shares have been cancelled. Neither the Company, nor its subsidiaries or associates hold treasury shares.

**Convertible debentures**

The Company's convertible debentures may be dilutive if conversion privileges were exercised. During the Year \$18,071,000 (\$5,228,000 - 2011) in face value debentures were converted to common shares leaving a total \$31.7 million (\$49.8 million - 2011) in debentures equating to potentially dilutive shares of 3.0 million (4.7 million - 2011). Fractional shares from conversions during the Year of \$372 (\$124 - 2011) were expensed. Otherwise, the Company did not have any options, warrants, or rights that would be potentially dilutive during the Year.

**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**

The following dividends were declared by the Company:

|           | December 31, 2012 | December 31, 2011 |
|-----------|-------------------|-------------------|
| January   | 1,550,997         | 1,547,184         |
| February  | 1,558,708         | 1,549,861         |
| March     | 1,563,763         | 1,548,439         |
| April     | 1,593,728         | 1,548,439         |
| May       | 1,616,760         | 1,548,439         |
| June      | 1,613,770         | 1,548,439         |
| July      | 1,614,759         | 1,549,677         |
| August    | 1,627,632         | 1,556,808         |
| September | 1,647,013         | 1,561,132         |
| October   | 1,649,676         | 1,564,404         |
| November  | 1,652,732         | 1,563,023         |
| December  | 1,659,195         | 1,547,011         |
|           | 19,348,733        | 18,632,856        |

Dividend is based on \$0.0733 per qualifying share. Dividends are considered "eligible" dividends for income tax purposes of the holder.

**Notes to the consolidated financial statements  
for the twelve months ended December 31, 2012 (audited)**

**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 also key management personnel and directors of the Company as well as significant shareholders. Together, the Wills control 40.2% of the outstanding common shares of the Company.

- The Company recorded \$1,498,200 (\$1,443,151 - 2011) in key management personnel compensation for the Year which are included in administrative expenses. Compensation is in the form of short term employee benefits, director fees and management agreements. Management fees stipulated in management services agreements are based on a percentage of revenues and/or earnings before interest, taxes depreciation and amortization. At the end of the Year \$7,371 (\$45,913 - 2011) remained in accounts payable.

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.

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 recorded \$162,738 (\$149,370 – 2011) of charter aircraft rental expenses for the Year which is included in administrative expenses. At the end of the Year, \$12,070 (\$nil – 2011) remained in accounts payable accounts.
- The Company recorded \$45,000 (\$nil – 2011) of office rent expenses for the Year which is included in administrative expenses. The Company moved to new offices owned by Darcy Co Holdings Ltd., a company wholly owned by Darcy Will, in December 2011 and began paying rent in May 2012 when the Company was released from further obligation under its former third party office lease.

The Company recorded \$67,290 (\$63,540 – 2011) 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 recorded \$110,000 (\$111,000 – 2011) in directors fees during the Year paid to other directors of the Company. At the end of the Year, \$nil (\$1,500 – 2011) remained in accounts payable.

The Company recorded \$14,542 (\$10,780 – 2011) in professional and administrative fees during the Year paid to companies controlled by other directors of the Company.

The Company recorded \$368,011 (\$363,600 – 2011) in key management personnel compensation paid to other officers or companies controlled by other officers of the Company. At the end of the Year, \$nil (\$nil - 2011) remained in accounts payable. Included in these figures are fees paid under a management services agreement between the Company and the Company's COO that stipulates that the COO is entitled to a fixed monthly fee of \$17,700 for overseeing site operations of the Company.

**Notes to the consolidated financial statements  
for the twelve months ended December 31, 2012 (audited)**

**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 as follows:

| <b>Commitments</b> |           |           |           |           |           |            |
|--------------------|-----------|-----------|-----------|-----------|-----------|------------|
|                    | 2013      | 2014      | 2015      | 2016      | 2017      | Thereafter |
| Total              | 1,239,661 | 1,185,628 | 1,135,007 | 1,133,502 | 1,070,989 | 2,533,849  |

**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.

Estimates relating to the fair value of the debenture conversion privilege reported as contributed surplus include the determination of 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.

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.

**Notes to the consolidated financial statements  
for the twelve months ended December 31, 2012 (audited)**

**22 Determination of fair values (cont.)**

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.

Investment property

The Company's investment 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 has relied on the 2010 valuation for 2012 reporting.

There is no indication of impairment of the Company's investment property and no impairment loss has been recorded or reversed 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 \$20.5 million. The Company is paying interest at a stipulated floor rate of 4.0% on traditional bank demand 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 \$205,481 or \$0.009/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. 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 period 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 on-going liquidity requirements.

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



**Notes to the consolidated financial statements  
for the twelve months ended December 31, 2012 (audited)**

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

The Company's lender has scheduled monthly blended payments that will amortize the demand loan balance by June, 2020 and Deerfoot demand 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 requirements exceed that of MCNWCP.

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

|                           | Carrying amount | Contractual cash flows | 1 year or less | 2 to 5 years | More than 5 years |
|---------------------------|-----------------|------------------------|----------------|--------------|-------------------|
| As at December 31, 2012   |                 |                        |                |              |                   |
| Trade and other payables  | 4,142,991       | 4,142,991              | 4,142,991      | -            | -                 |
| Finance lease             | -               | 295,459                | 96,694         | 198,765      | -                 |
| Demand loans              | 20,548,105      | 23,759,460             | 3,216,436      | 12,336,215   | 8,206,809         |
| Debentures payable        | 31,701,000      | 36,814,415             | 1,981,313      | 34,833,102   | -                 |
|                           | 56,392,096      | 65,012,325             | 9,437,434      | 47,368,082   | 8,206,809         |
| As at December 31, 2011   |                 |                        |                |              |                   |
| Trade and other payables  | 4,300,483       | 4,300,483              | 4,300,483      | -            | -                 |
| Demand loans              | 22,946,719      | 27,028,850             | 3,269,389      | 12,548,028   | 11,211,433        |
| Revolving credit facility | 4,000,000       | 4,000,000              | -              | -            | 4,000,000         |
| Debentures payable        | 49,772,000      | 60,919,564             | 3,110,750      | 57,808,814   | -                 |
|                           | 81,019,202      | 96,248,897             | 10,680,622     | 70,356,842   | 15,211,433        |

**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, 2012 | December 31, 2011 |
|--|-------------------|-------------------|
| Total debt including revolving loans and finance lease | 48,407,724        | 71,905,858        |
| Less cash  | (19,727,457)      | (17,733,971)      |
| Net debt   | 28,680,267        | 54,171,887        |
| Total equity   | 110,886,257       | 93,874,934        |
|  | 139,566,524       | 148,046,821       |

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.

**Notes to the consolidated financial statements  
for the twelve months ended December 31, 2012 (audited)**

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

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 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 initiated a normal course issuer bid, to repurchase for cancellation, shares trading on the open market at prices below their inherent value. Otherwise, there has been no change in the Company's approach to capital management in the year.

Financing restrictions on dividends caused by debt covenants

The Company has two demand 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. The Company is in compliance with all covenants and conditions.

**24 Financial instruments**

The Company's cash, trade and other receivables, trade and other payables, and loans, debentures and other borrowings are measured at amortized cost subsequent to initial recognition.

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, 2012 |            | December 31, 2011 |            |
|---------------------------------------|-------------------|------------|-------------------|------------|
|                                       | Carrying amount   | Fair value | Carrying amount   | Fair value |
| Assets carried at amortized cost      |                   |            |                   |            |
| Cash                                  | 19,727,457        | 19,727,457 | 17,733,971        | 17,733,971 |
| Trade and other receivables           | 1,959,053         | 1,959,053  | 1,670,369         | 1,670,369  |
|                                       | 21,686,510        | 21,686,510 | 19,404,340        | 19,404,340 |
| Liabilities carried at amortized cost |                   |            |                   |            |
| Trade and other payables              | 4,142,991         | 4,142,991  | 4,300,483         | 4,300,483  |
| Loans and borrowings                  | 20,634,563        | 20,634,563 | 26,946,719        | 26,946,719 |
| Debentures payable                    | 27,773,161        | 37,407,180 | 44,959,139        | 52,758,320 |
|                                       | 52,550,715        | 62,184,734 | 76,206,341        | 84,005,522 |

The fair value of financial assets and liabilities classified as loans and receivables and other financial liabilities approximate their carrying value due to the short-term nature of these financial instruments.



**Notes to the consolidated financial statements  
for the twelve months ended December 31, 2012 (*audited*)**

**25 Subsequent events**

Regular monthly dividends

The Company declared a regular monthly dividend of \$0.0733 per common share for January 2013 and February 2013 which are payable on or about the 15th day of the subsequent month.

Debenture conversions

Debentures totalling a principal amount of \$2,669,000 were converted to common shares between January 1, 2013 and February 28, 2013 resulting in the issue of 250,606 common shares.