Filed by GTWY Holdings Limited pursuant to Rule 425 under the Securities Act of 1933 and deemed filed pursuant to Rule 14a-12 under the Securities Exchange Act of 1934 Subject Company: Leisure Acquisition Corp. Commission File No.: 001-38306







#### GENERAL

This presentation does not constitute an offer or invitation for the sale or purchase of securities and has been prepared solely for informational purposes.

The information contained in this presentation (the "Presentation") has been prepared to assist interested parties in making their own evaluation with respect to the proposed transaction (the "Transaction") between Leisure Acquisition Corp. ("LACQ") and GTWT Holdings Limited (together with Gateway Casino & Extertionment Limited, "Gateway" or the "Compary") and for no other pupper. This Presentation is subject to updating, completion, revision, wriftication and further mendment. Now of LACQ, Gateway, or their respective affiliates has subtoired any propertoper voite interest parties with additional or different information. No securities regulatory authority has expressed an option about the securities discussed in this Presentation and it is an offence to claim otherwise. The information contained herein does not pupport to be all-inclusive. Nothing herein shall be deemed to constitute investment, legal, tax, financial, accounting or other advice.

In this Presentation, all amounts are in Canadian dollars, onless otherwise indicated. All references to USS are based on the relevant exchange rate as at December 26, 2019. Any graphs, tables or other information in this Presentation demonstrating the historical or pro forma performance of Gateway or any other entity contained in this Presentation are intended only to illustrate part performance of such entities and are not necessarily indicative of future performance of Gateway or such entities.

#### ADDITIONAL INFORMATION AND WHERE TO FIND IT

This presentation relates to a proposed transaction between Gateway and LACQ. This presentation does not constitute an offer to sell or sucharge, or the solicitation of an offer to bey or excharge, any securities, nor shall there be any sale of securities in any justicition in which such offer, tails or excharge would be unlawful prior to registration or qualification under the securities laws of any such justicition. Gateway intends to file a registration statement on Form F-4 with the SEC, which will include a document that serves as both a prospectu, and as a proxystatement of LACQ, referred to as a proxystatement prospectu. A proxy statement prospectu will be sent to all LACQ shareholders. LACQ also will file other documents regarding the proposed transaction with the SEC. Before making any voting decision, interested parties and security holders of LACQ are urged to read the registration statement, the proxy statements in prospectus and all other releasent documents filed or that will be filed with the SEC in connection with the proposed transaction as they become available in their entirety because they will contain important information about the proposed transaction.

Interested investors and security holdes of LACQ will be able to obtain free copies of the registration statement, the proxy statement/prospectus and all other relevant documents filed or that will be filed with the SEC by LACQ and the Company through the website maintained by the SEC at www.sec.gov.

In addition, copies of the documents filed with the SEC by LACQ and/or the Company, when available, can be obtained free of charge on LACQ's website at <u>www\_leisweaco\_com</u> or by directing a written request to Leisure Acquisition Corp., 250 West 57° Street, Suite 2223, New York: 10107 or by emailing <u>Geores</u> <u>Pene@hydramemt.com</u>; and/or on the Company's website at <u>www\_satewavyasines.com</u> or by directing a written request to GTWY Holdings Limited, 100-4400 DominionStreet, Burnaby, British Columbia V5G or by emailing <u>geores@hydramemt.com</u>; and/or on the Company's website at <u>www\_satewavyasines.com</u> or by directing a written request

#### PARTICIPANTS IN SOLICITATION

LACQ, Gateway and their respective directors and executive officers may be deemed to be participants in the solicitation of proxies from LACQ's shareholders in connection with the proposed transaction. Information about LACQ's directors and executive officers and their owneship of LACQ's securities is set for thin LACQ's definitive proxy statement on Schedule 14A filed with the SEC on October 28, 2019. Additional information regarding the interests of flowe persons and other persons who may be deemed panticipants in the proposed transaction may be obtained by reading the proxy statement prospectus regarding the proposed transaction when it becomes available. You may obtain free copies of these documents as described in the proceeding panagraph.

#### INDUSTRY AND MARKET DATA

This Presentation has been prepared by Gateway and includes market data and other statistical information from third-party sources, including provincial gaming authonities. Although LACQ and the Company believes these third-party sources are reliable as of their respective dates, non-of LACQ, the Company, or any of their respective affiliates has independently venified the accuracy or completeness of this information. Some data are also based on the Company's good faith estimate, which are derived from both internal sources and the third-party sources described above. Non-of LACQ, Gateway, any third-party sources providing market data and statistical information from third-party sources are reliable as of their respective affiliates in a independently venified at a source providing market data and statistical information. Their respective affiliates is a source of their respective affiliates in a independently venified above. Non-of LACQ, Gateway, any third-party sources providing market data and statistical information from third-party sources are reliable as of their respective affiliates in a source of their respective affiliates in the source of their respective affili





#### FORWARD-LOOKING INFORMATION

This Presentation contains "forward-looking information" within the meaning of applicable securities laws in Canada and the United States. Forward-looking statements may relate to Gateway's, LACQ's, or the combined company's future financial outlook and anticipated events or results and may include information regarding our financial position, business strategy, growth hartrategies, growth objectives, budgets, operations, financial results, taxes, dividend policy, regulatory developments, plana and objectives. All stratements of historical fact are forward-looking statements, plana and objectives, budgets, operations, financial results, "continue", "estimate", "espect", "intend", "propose", "might", "mag", "will", "hall", "project", "hould", "ould", "would", "believe", "predict", "forecast", "portsot", "potential" and "capable" and similar expressions are intended to identify forward-looking statements. Forward-looking statements involve known and unknown risks, uncertainties and other factors that may crass a cutal results or events to differ materially from those amongated in such forward-looking statements. In addition, this "Presentation may could contain the second of the optication of Gateway. No assertance can be given that these expectations will prove to be correct and such forward-looking statements included in this Presentation subjections regarding future events or charard-looking information are haved no cur opinions, estimates and assertations, estimates and projections regarding future events or circumstances. Despite a caneful process to prepase and review to be correct law submittions and experimental transformation containing in the interaction and other forward-looking information are based on our opinions, estimates and assumptions in light of our suppositions regarding future events or circumstances. Despite a caneful process to prepase and review the forward-looking information, there can be no assurances that the underly begives are approprintated reasonable in the circumstances.

Additionally, any estimates and projections contained herein have been prepared by the management of the Company and involve significant elements of subjective judgment and analysis, which may or may not be correct. This Presentation includes certain estimate, targets and projections that reflect Gateway management's assumptions concerning antiopade future performance of Gateway as provided to LACQ on December 19, 2019. Such estimate, targets and projections from arbitrations, many of which are beyond Gateway's control. These assumptions and judgments may or may not be correct and there can be on associance that any projector results are attainable or will be easied. LACQ, Gateway, any third-party sources providing information and easier responses three disclosing or any and all liability for any loss or damage (whather foreseable or not) suffered or incurred by any person or entity as a result of anything contained or omitted from this Presentation (including information from third-party source) and such liability is expressly disclaimed.

You are cautioned not to place undue reliance on any forward-looking statements, which speak only as of the date of this Presentation. The forward-looking information contained in this Presentation represents our expectations as of the date of this Presentation or the date indicated, regardless of the time of delivery of the Presentation and is subject to change after such date. However, we disclaim any intention or obligation or undertaking to update or revise any forward-looking information whether as a result of new information, future events or otherwise, except as required by law.

All of the forward-locking information contained in this Presentation is expressly qualified by the foregoing cautionary statements.

#### NON-IFRSMEASURES

This Presentation makes reference to certain financial and other measures commonly used by financial analysis in evaluating the financial performance of companies and by the Company's management in evaluating its operations, including companies in the gaming industry that are not presented in accordance with international financial reporting standards ("IFRS"). These measures are not recognized measures under IFRS and do not have a standardized measuring presented by IFRS and de are therefore unlikely to be compared to summarize presented by other companies. Rather, these measures are portived as a divisional information to complement threat IFRS measures by providing further understanding of our results of operations from management's perpetitive. Accordingly, these measures should not be considered in isolation nor as a substitute for analysis of our financial information records under IFRS.

We use non-JPRS measures including "Adjusted EBTIDA", "Adjusted EBTIDA Margin", "Adjusted Property EBTIDA", "Adjusted Property EBTIDA", "EBTIDA", "Free Cash Flow", "Free Cash Flow,", "Free Cash Fl

As of September 30, 2019, Starlight Casino Edmonton and Grand Villa Casino Edmonton are considered discontinued operations in Gateway's consolidated financial statements. These properties are referred to in this presentation, and Grand Villa Casino Edmonton are considered discontinued operations in Gateway's consolidated financial statements. These properties are referred to in this presentation as "Non-Core Properties." Where indicated in this presentation, financial information of Gateway excludes the Non-Core Properties.

#### COMPARABLE COMPANIES

Certain information presented berein compares the Company to other issuers and such data sets are considered to be "comparables". The information is a summary of certain relevant operational attributes of certain gaming issuers and has been included to provide initiative and write or of the performance of "what are expected to be comparable issuers. These issuers are in the same industry, provide similar services and operate in similar explored to the "comparable issuers. These issuers are in the same industry, provide similar services and operate in similar explored to the "comparable issuers. These issuers are in the same industry, provide similar services and operate in similar explored to the Company. The information regulatory environes the same industry, provide similar services and operate in similar explored to the Company. The information regulatory environes are used and from public sources, has not been senvenide by LACO, the Company, or any of their respective affiliates and if such information contains a misrepresentation, interested parties do not have a remedy under securities legislation in any province or territory of Canada. There are risks associated with comparable, including the integrity of the underlying information and the ability to incluse a specific variables which may impact one issuer and not another. There are risks associated with making investment decisions based on comparable is including which the data presented provides a complex comparable interest issuer and not another. There are risks associated with making investment decisions based on comparable including which data started provides a complex complexion particular sections after part performances in ontindicative of future performance and the performance of the Compary be materially different from the comparable issuers. Accordingly, an investment decision should not be made in reliance on the comparables.





## Presenters





ilver

CEO of Leisure

Incoming Vice Chairman

Long-time gaming sector

operator and investor

on gaming and leisure

environments

Investment banking and direct

investing experience focused



To Become President and CEO

Current Director of Leisure

To become President and CEO

the transaction

advisory roles

· Extensive experience in the

shortly following completion of

gaming and leisure sectors in

both corporate and financial

· Currently serves as President

Payments LLC since Feb.

2019 and as a member of

LACO's Board of Directors

· Previously served as CFO and

and Station Casinos (Jun.

· Previously served as CPO of

· Prior experience also includes

Goldman Sachs & Co...

Magnetar Capital, Deutsche

Fertitta Entertainment (Oct.

Treasurer of Red Rock Resorts

and CFO of Sightline

since Dec. 1, 2017

2011 - May 2017)

2010 - May 2018)



Queenie Wong

 Managing Director and Partner at Catalyst Capital, the majority owner of Gateway Casinos · Currently serves as and will continue to serve as Gatesav/sExecutive Chairman post-transaction Since acquiring Gateway in 2010, Catalyst Capital and Mr.

Gabriel de Alba

Executive Chairman of

Gateway Casinos

- de Alba have been instrumental in the Company's growth strategies, acquisitors, renovations and rebranding Initiatives Prior to joining Catalyst Capital
- at its inception in 2002, worked at AT&T Latin America, was a founding member of Bank of America International Merchant Banking Group and. prior to that, worked in Bankers Trust's MerchantBanking Group
- . Holds a double B.S. in Finance and Economics from NYU Stern School of Business. MBA from Columbia University and has completed graduate courses in Mathematics. Information Technology and Computer Sciences at Harvard
- Considerable transactional and operational experience. focused on gaming and leisure sectors Accomplished Executive and Executive leader overseeing successful prowth of Scientific Games and Inspired Entertainment Led prior SPACs through
- successful acquisitons and integration · Received undergraduate

Lorne Wei

Executive Chairman of Leisure

Incoming Vice Chairman

Renowned leader in gaming

sector

- degree in Economics from University of Toronto, MSc from the London School of Economics and MBA from Columbia Business School where he was a member of the Board of Oversees for 10 vears

- President and CEO of Oct. 2013 · Shortly following completion of the
- Director with ability to navigate complex and uncertain Mr. Falcone for 3 months Executive leader and/o director of multiple SPAC
- successor entities + Led prior SPACs through successful acquisitons and integration
- + Holds a 8 S. in Economics (concentrations in Finance and Accounting) from The Wharton School at the University of Pennsylvania, MBA from The Wharton School at the University of Pennsylvania and has completed a director's education program at the Anderson School at UCLA
- Gateway Casinos since transaction, Mr. Santo will retire from the Company; he will serve as an advisor to the Board of Directors and

Tony Santo

Current President

and CEO

- thereafter to ensure a smooth transition President and CEO of Santo Gaming LLC from 2007-2013
- Previously served as Senior VP of Operations Products and Services for Harrah's Entertainment and
- Caesars Bachelor of Science Degree in Hotel Admin. at the Univ. of Nevada, Las Vegas
- Senior VP of Western and Mid-South Regions for
  - Bank and Bear Stearns + Holds a B.S. from Cornell University (concentrations in Hospitality Real Estate Finance and Food & Beverage)

Chief Accounting Officer

- Appointed Chief Accounting Officer in Jan. 2020; Served as Senior VP, Finance since Mar. of 2018
- · Prior to her role as Senior VP, served as VP. Finance from Jul of 2016 to Feb. 2018 and as Director, Finance from Aug. 2011 to Jul 2016
- Previously a Senior Manager at Pricewaterhouse Coopers LLP
- Chartered Professional Accountant (CPA-CA); Bachelor of Commerce from Univ. of Britsh Columbia



AT E WAY	Transaction Summary <sup>(1)</sup>
Transaction Structure	<ul> <li>Leisure Acquisition Corp. ("LACQ") to merge with a wholly-owned subsidiary of GTWY Holdings Limited ("GTWY"), the parent holding company and sole shareholder of Gateway Casinos, with LACQ shareholders / warrant holders to receive GTWY common shares / warrants upon the merger</li> <li>GTWY common shares expected to be listed on the NYSE upon consummation of the transaction, with GTWY qualifying a a foreign private issuer</li> </ul>
/aluation	US\$1.1Bn (C\$1.5Bn) pro forma enterprise valuation
Valuation	7.5x 2020 Projected Adjusted EBITDA <sup>(2)</sup>
Funding Sources	US\$30MM equity commitment from HG Vora Capital Management LLC ("HG Vora"); including existing invested capital, HC Vora's total capital commitment to the Company is in excess of US\$100MM (3)
-unuing sources	Up to US\$189MM LACQ Trust rollover proceeds <sup>(4)</sup> Gateway shareholders rollover
	<ul> <li>Existing Gateway shareholders eligible to receive an earn-out of 1.898 million and 2.846 million shares that vest upon GTWY stock trading at greater than \$12.50 and \$15.00 per share over a 2 and 3 year period, respectively</li> </ul>
Contingent Consideration	<ul> <li>18.975 million newly-issued warrants (equal tranches struck at US\$11.50, US\$12.50 and US\$15.00 per share) issued to existing Gateway shareholders, to align incentives. Existing private warrants held by LACQ insiders and HG Vora (and HG Vora private warrants from equity commitment) to be amended to be equal tranches struck at US\$11.50, US\$12.50 and US\$15.00</li> </ul>
	<ul> <li>1.281 million options issued to certain members of management in the same proportion and equivalent term and conditions a the earn-out payment and the warrants being issued to existing shareholders of Gateway</li> </ul>
Required Approvals	LACQ and GTWY shareholder approval, gaming regulatory approvals and contractual approvals from Crown agencies     Registration statement and approval for listing on NYSE
Management and Independent Board	<ul> <li>Marc Falcone expected to become President and CEO of Gateway shortly following completion of the transaction</li> <li>Lorne Weil, Daniel Silvers, Marc Falcone, Lyle Hall, Olga Ilich and Dr. Michael Percy are expected to join Gateway's Board and Gabriel de Alba will continue to serve as Gateway's Executive Chairman</li> </ul>
	<ul> <li>Two additional independent directors will be appointed at or following the completion of the transaction such that Gateway's Board will be comprised of up to 9 members</li> </ul>
Other	The two Edmonton properties (Starlight Casino Edmonton and Grand Villa Casino Edmonton) are considered discontinued operations and are contemplated as being carved-out from the transaction (the "Non-Core Properties")
	<ul> <li>All numbers presented in this presentation exclude the Non-Core Properties unless otherwise noted</li> </ul>



## Sources and Uses (1)(2)

Sources of Funds	C\$	US\$
SPAC Trust Proceeds (3)	248	189
HG Vora Equity Commitment	39	30
Total Sources	287	219
Uses of Funds	C\$	USS
Gross Cash to Gateway Shareholders (4)	56	42
OpCo Debt Paydown	14	11
Cash to Paydown HoldCo Term Loan (5)	201	154
Illustrative Transaction Fees (0)	16	12
Total Uses	287	219

## Pro Forma Ownership (7)

(MM)		-	2	
Common Equity	12/31/2019	Adj.	PF	%
Catalyst Shares	**	13.282	13.282	30.2%
Other Current Gateway S/H	**	4.772	4.772	10.9%
LACQ Public Shareholders	17.876		17.876	40.7%
LACO Management and Board (6)	2.538	(1.000)	1.538	3.5%
HG Vora	6.463		6.463	14.7%
Total Ownership Shares	26.876	17.055	43.931	100.0%

an 1108 1.0122

ts: to the extent Gateway's shareholders pay LACQ's fees, shares issued to Gateway shareholders will be

inder shares pro rata IFRS 18) exclusing A

## Pro Forma Capitalization (1)(2)(3)

(\$MM, except share price)			C\$	US\$
Sellers' Rollover Equity			237	181
(+) Issue Price of LACQ Shar	all a second second	0	\$13.12	\$10.00
Estimated Sellers Rollover S	hares (MM)		18.055	18.055
(+) LACQ Public Shareholder	s		17.876	17.876
(+) LACQ Management and E	Board Shares		1.538	1.538
(+) HG Vora			6.463	6.463
Fully Diluted Shares Outstanding (MM)			43.931	43.931
(x) Issue Price of LACQ Shares			\$13.12	\$10.00
Implied Total Equity Value			\$576	\$439
(+) Rollover Debt			939	716
(-) Cash			(53)	(40)
Implied Enterprise Value			\$1,463	\$1,115
	Adjusted EBITDA Projections			Implied Multiple
	<u>C\$</u>	<u>U \$\$</u>		
2020P Adjusted EBITDA <sup>®)</sup>	\$195	\$149		7.5x
2021P Adjusted EBITDA <sup>(9)</sup>	\$215	\$164		6.8x
Total Debt / 2020P Adjusted EBITDA (10)				5.2x
Total Debt / 2021P Adjusted EBITDA (10)				4.8x





Note: Estimated timeline based on current information and is subject to change



## Gateway Offers a Compelling Value Proposition when Compared with Gaming Peers





## LEISURE ACQUISITION CORP.

7

## Superior Operating Metrics...





... At A Meaningful Valuation Discount

Source: All Projections for Red Rock and Boyd from Capital KD and Wall Street research as of 1226/2019

Notes: 1. Pro formaliter the expiration of the Native American Mare

 Yro berna for the operation of the Native American Management Fee 2: Free Cash Flaw Conversion calculated an Adjunited Free Cash Flaw divided by Adjunited EBTDA, Adjusted Free Cash Flaw calculated an Adjunited EBTDA lette maintenances capes and cash taxes 3: CET Yrid calculated an Adjunited Free Cash Flaw divided by Endprint Vidue, Adjunited Free Cash Flaw calculated an Adjunited EBTDA lette maintenances capes and cash taxes
 CET Yrid calculated an Adjunited Free Cash Flaw divided by Endprint Vidue, Adjunited Free Cash Flaw calculated an Adjunited EBTDA lette maintenances capes and cash taxes



# Backed by Marquee and Proven Gaming Investors



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#### **HG Vora**

#### Highlights

- US\$58n+ event driven and value oriented investment firm founded in 2009
- Invests opportunistically across the capital structure
- Deep expertise in consumer and real estate sectors including gaming, lodging, leisure, retail, travel and specialty finance

#### Partnership with Leisure / Gate way

- Post-transaction, HG Vora will have invested in excess of US\$100MM in Gateway, including existing invested capital
- In October 2019, HG Vora invested in the Company through a US\$150MM HoldCo Term Loan
- As part of the SPAC transaction, certain affiliated funds of HG Vora to provide US\$30MM equity commitment
- Pro-forma for the transaction, HG Vora will own ~15% of the Company m

#### Select Investments



mee no SPAC redemptions beyond the US\$11.2MM redeemed on 11/26/2019, and full rull of HQ Varie US\$10/MA Public Float

#### **Catalyst Capital**

#### Highlights

- Founded in 2002, The Catalyst Capital Group is a Toronto based private equity investment management firm with C\$6Bn in assets under management
- The Catalyst team collectively possesses more than 110 years of relevant experience in restructuring, credit markets and merchant and investment banking in both the U.S. and Canada

#### Partnership with Gateway

- Catalyst currently beneficially owns or manages ~74% of the outstanding common shares of the Company
- Since acquiring Gateway's equity in 2010, Catalyst has been committed to long-term sustainable growth and has been instrumental in the Company's acquisition, renovation and rebranding initiatives
- As majority owner, Catalyst has supported implementation of Gateway's strong corporate and property operating teams, diversified growth initiatives, and industry-leading operating model which, over the last six years, led to doubling of locations and Adjusted EBITDA, increasing slot machines by 3x, increasing table games by 2x and adding 56 new F&B outlets across British Columbia and Ontario
- Gabriel de Alba, Managing Director and Partner, currently serves as the Executive Chairman and Director of Gateway

#### Select Investments



SATE WAY	Experienced Board	LEISUR ACQUISITION COL
Gabriel de Alba Executive Chairman	<ul> <li>Currently serves as Gateway's Executive Chairman and will continue in this role post-Transaction</li> <li>Joined Catalyst in Oct. 2002 and has served as Director or Senior Officer of various Catalyst portfolo companies, including Frontera Energy Corporation, Geneba Properties and Cabovisão</li> </ul>	
Daniel Silvers Vice Chairman	Long-time gaming sector operator and investor with extensive experience as an executive leader / director of multiple SPAC successor entities     Currently serves as Founder and Managing Member of Matthew Lane Capital Partners LLC, Chief Strategy Officer of inspired Entertainment and Independent Director of Avid Technology, Inc.     Led prior SPACs through successful acquisitions and integration	<u>*</u>
Lorne Weil Vice Chairman	Renowned leader in the gaming sector with extensive experience in leading prior SPACs through successful acquisitions and integration     Currently serves as Founder and Principal of Hydra Management, Executive Chairman of Inspired Entertainment and Non-Executive Chairman of Tecnoglass	
Marc Falcone	<ul> <li>Will serve as CEO and President of Gateway post-closing</li> <li>Extensive industry experience in the gaming and lessure sectors in both corporate and financial advisory roles</li> <li>Previously the Chief Financial Officer and Treasurer of Red Rock Resorts from Oct. 2015 to May 2017 and the Chief Financial Officer of Station Casinos LLC (Jun. 2011 – May 2017)</li> </ul>	red rock
Lyle Hall	<ul> <li>Previously President and Managing Director of HLT Advisory Inc. (Aug. 2005 - May 2017) and National Director of KPMG Canada's Hospitality, Leisure &amp; Tourism practice prior to his time at HLT Advisory Inc.</li> <li>Intimately involved in the evolution of land-based casino gaming in Canada having advised senior management and the boards of most provincial gaming corporations</li> </ul>	
Olga Ilich	Has served as President of Suncor Developments. Ltd. since Jul. 1997 and was an elected member of the Legislative Assembly of British Columbia. from 2005 to 2009, serving as the Minister of Tourism, Sport and the Arts, and the Minister of Labour and Citizens' Services.     Extensive Board experience, having served most recently as the Chair of the Board of Destination. Canada	LEGISLATIVE ASSEMBLY
Dr. Michael Percy	Currently serves as an independent Director of K-Bro Linen Inc. and previously served as the Chief of Staff to Aberta Premier Jim Prentice from Sep. 2014 to May 2015     Experienced Board member, having served as a director for ATB Financial, Epcor Utilities Inc., Matrikon and Sawridge	Ś.
Additional Directors	<ul> <li>Two additional independent directors are expected to be appointed at or following the completion of the Transaction such that Gateway Board of Directors will be comprised of up to 9 members</li> </ul>	







### Gateway at a Glance (1)

- One of the largest and most diversified gaming and entertainment companies in Canada
- Owns and operates 25 leading gaming and entertainment venues across British Columbia and Ontario
- British Columbia: Operates over 40% of all slot machines and table games
- Ontario: Contractually exclusive service provider in the Southwest, North, and Central Bundles (as conducted and managed by Ontario Lottery and Gaming Corporation)
- Demonstrated track record of successfully operating, developing and acquiring gaming properties and contributing to the communities in which Gateway operates
- Consistently delivering on its organic growth initiatives and is wellpositioned for the future with a strong growth pipeline of new development, renovation, and rebranding efforts
- Defensible barriers to entry due to rigorous regulatory requirements, proven branding strategy and deep industry and operational expertise
- · High-quality locals-focused and resilient customer base
- Proven and proprietary F&B and gaming offerings branded to market size, market growth potential and local community demographic
- C\$195MM 2020P Adjusted EBITDA

Company Snapshot (1)



## Robust Financial Growth Profile (1)(2)

Adjusted EBITDA (C\$MM)



Salway Meagement Rejection: includes the Non Core Properties. Projections rounded to the neureel million Friendist exclude Adjusted Property EBTDA for Non-Core Properties and enveloper PRS 16: 2017 and 2018 figures include a C\$\$\$MM adjustment, respectively, for the Sale Lassebeck, transaction ("SLB Transaction") in which Gasew add the mill estable of chard VIII cancer burnies, solid and cancer burnies and Cascebs Casino Lange to a third party on March 12, 2018.



Attractive and Diverse Property Portfolio











Note: 1. Central Bundle operating agreement term of approximately 23 years







## Outperformance During Financial Crisis: Peak-to-Trough Decline (1)(2)

and fiscal year 2006 for the Canadian markets and the percent change between calendar year 2009 and calendar year 2007 for the U.S. markets.

Peak to trough decline is calculated a Ceriadian fiscal year end is March 31 From 2005 to 2010, all Ontario proper d by the OLG

ulsians, Hinols and New Jorsey, Elinois data includes Video Gaming Terminals



Operates in Highly Populated Markets that are Relatively Underpenetrated



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Top 5 U.S. Iscute sharm mutuate include Nonata (excluding carribution from Law Vegan atto), Pernysharia, Luaisian, Titoria eta includer VGTe (video parties), eta includer video parties), eta includer VGTe (video parties), eta includer video parties), eta includer video parties, eta includer video parties, eta includer video parties, eta includer video parties, eta includer video parties), eta includer video parties, eta includer video parti



## Differentiated Business Model Expected to Drive Strong Free Cash Flow Conversion



### Low Capital Expenditures and Existing NOL Balance Drive Strong Free Cash Flow Conversion <sup>(1)</sup>; Free Cash Flow Used to Fund Growth Strategies and De-Lever

#### Characteristics Driving High Free Cash Flow Conversion







## Integration of Proprietary F&B Offerings within Existing Casinos Has Driven Consistent Increases in Annual Revenue, Including Strong Growth in Gaming Revenue





**Highly Experienced Management Team with** a Proven Track Record



Marc Falcone to Lead Gateway as President and CEO to Further Accelerate its Growth Strategy



- · Will replace retiring CEO, Tony Santo, as Chief Executive Officer and President of Gateway Casinos
- Highly respected executive with extensive experience in the gaming and leisure sectors in both corporate and financial advisory roles
- · Currently serves as President and Chief Financial Officer of Sightline Payments LLC, a digital commerce platformfor the gaming industry, and as a member of LACQ's Board of Directors since Dec. 1, 2017
- · Previously served as CFO and Treasurer of Red Rock Resorts and Station Casinos (Jun. 2011 - May 2017). Oversaw a ~600% increase in the equity value of Red Rock Resorts during his tenure at the Company (\$2.8Bn in May 2017 vs estimated \$400MM in Jun. 2011)
- Served as the Chief Financial Officer of Fertitta Entertainment from Oct. 2010 though May 2016
- · Prior experience also includes Goldman Sachs & Co., where he focused on restructuring transactions in the hospitality and gaming sectors, Magnetar Capital, Deutsche Bank and Bear Stearns
- M. Karma previously was accessitant of the Company for 2 years assisting with the development of Galaxies/s bids under the Ontario moderization process.
  M. Micharj previously was a consultant of the Company for 2 years assisting with the development of Galaxies/s bids under the Ontario moderization process.
- 2

#### Supported by an Existing Management Team with Industry Expertise, Deep Relationships and 125+ Years of Experience



Tolek Strukoff, Chief Legal and Administrative Officer 3+ Years at Gateway | 11+ Years of Experience (Lawson Lundell LLP, UrtheCast, Westport Fuel Systems)

Carrie Kormos, Chief Marketing and Communications Officer 3+ Years at Gateway<sup>(1)</sup> | 18+ Years of Experience (Caesars Windsor, Fallsview Casino Resort & Casino Niagara – consultant advisor, Magna Entertainment)



Terry Mchaily, Chief Compliance and Risk Officer & Chief Information Officer 2+ Years at Gateway<sup>(2)</sup> | 20+ Years of Experience (Richter Advisory, PwC, AGCO)



Robert Ward, Chief Operations Officer 6+ Years at Gateway | 20+ Years of Experience (Points West Hospitality, Sequoia Enterprises, Keg Restaurants)



Jagtar Nijjar, EVP, Development and Construction 23+ Years at Gateway | 25+ Years of Experience

Queenie Wong, Chief Accounting Officer 8+ Years at Gateway | 14+ Years of Experience (PwC)



Scott Phillips, SVP, Human Resources



6+ Years at Gateway | 20+ Years of Experience (JD Sneid Foods, Sodexo Canada, Abitibi-Consolidated, TimberWest)



Hargo Roopra, SVP, Operations and Marketing Analytics 11+ Years at Gateway | 11+ Years of Experience



Michael Snider, SVP, Legal Affairs 3+ Years at Gateway | 13+ Years of Experience (Westport Fuel Systems, Lawson Lundeli LLP)



Jamie Papp, SVP, Casino Operations 2+ Years at Gateway | 22+ Years of Experience (Mirage Resorts, Wynn Resorts, American Gaming Systems, Caesars Entertainment)







## Series of Expansions, Acquisitions, Relocations and New Builds Have Generated Attractive Historical Implied ROICs



Advantal DBTDA is shown pre-FR2.9 at and exclusion Advanced Property EBTDA for Non-Care Properties. Advanced EBITDA includes a CS09MM, CS09MM pro farms advances for the SuB Transaction in 2016, 2017 and 2016, respectively.

Accurate for illustrative exmounted annual organic Adjusted GBTDA graveth of 3% form (1) 2016 - 90219 for the historical investment annual adjusted GBTDA graveth of 3% form (1) 2016 - 90219 for the historical investment adjusted BBTDA from gravit capital importance generated between 92019 (TM and 2016 divided by currulative gravit capital expenditures generated between 92019 (TM and 2016 divided by currulative gravit capital expenditures generated between 92019) (TM and 2016 divided by currulative gravit capital expenditures generated between 92019 (TM and 92016 UTM divided by currulative gravit capital expenditures generated between 92019 and 92016 UTM divided by currulative gravit capital expenditures generated annual between 92019 and 92016 UTM divided by currulative gravit capital expenditures generated between 92019 and 92016 UTM divided by currulative gravit capital expenditures generated between 92019 and 92016 UTM divided by currulative gravit capital expension OTM - 2022

is YTU (mough wou) growth capes is CE110VM





## 2018 and 2019 Completed Projects

## Projected Adjusted Property EBITDA (C\$MM) (1)



Note: 1. Adjusted Property ESITEA figures alsoen pre-IFRS til





In March 2012, the OLG announced its modernization process with the aim of attracting private partners to invest in and operate facilities across the province







Ability to Generate Additional Growth Through Infrastructure and Operational Expertise



Since acquiring the Ontario Bundles, management has continued to implement a number of operational initiatives to increase revenue and reduce costs









# Ongoing Deployment of Proven Strategies at Ontario Properties



4: Gening supervision figures as of January 23, 2020 Future expansion is subject to continuctual approval from Crown agencies and other required approvals Gening square footage includes back of Insues areas



## Expected New Developments and Relocations

2



Based on preliminary project plan, actual gening square budge may differ. Gening square budge includes tack of house area Projected budget includes C359MM incast somple through value regimening, and provided BCLC and municipal authorities consert to any changes to the design, to the exerc such consert budget budget includes C359MM incast somple through value regimening, and provided BCLC and municipal authorities consert to any changes to the design, to the exerc such consert budget budget includes C359MM incast somple through value regimening.









Source: Gateway Management: Projectione Notes: 1. Adjusted EBITDA figures are shown pre-IFRS rounded to the research initian 2. Free Cash Flow Conversion calculated as Adjuof Property EBITDA for Non-Care Properties, 2017 and 2018 figures include a C\$35MM and C\$65MM proforma adjustment for the SLB Transaction, respectively, Projections es all divided by Adusted EBITDA

## 12/31/2019P Pro Forma Capitalization (C\$MM) (1) (2)

Long-Term Debt	12/31/2019	Adj.	Pro Forma
Revolver	34	77.0	34
Vernon Mortgage	4	**	4
Term Loan	579	(14)	565
Sr. Sec Notes (3)	338	-	338
HoldCo Term Loan	201	(201)	-
Total Debt	1,155	(216)	939
Excess Cash <sup>(4)</sup>	53	1220	53
Net Debt	1,102	(216)	886

Growth Strategies Expected to be Funded from Cash on Hand and Free Cash Flow Generated

Future Free Cash Flow to be Used to De-Lever the Business

2/20119 figures situen are as projected by management and are unsudited for forma capitalization assumes no redensions beyond \$11.88/M redeemed on 11.26/2019 Serior Secured Notes are calculate in March 2020

Excludes cage cash of CSE2MM





C\$MM	2018	LTM 9/30/19
Net Income (Loss)	119.1	(125.9)
Amortization of Intangible Assets	26.1	16.0
Depreciation of Property and Equipment	46.4	99.6
Interest Expense	57.2	102.8
Interest Income	(0.4)	(1.2)
Current Income Taxes	1.9	3.2
Deferred Income Tax Expense (Recovery)	(2.4)	(2.5)
ЕВІТДА	247.9	92.0
Share-Based Compensation	9.0	11.9
Change in Fair Value of Embedded Derivatives	5.3	5.6
(Gain) / Loss on Sale of Property and Equipment	(192.5)	0.3
Business Acquisition, Transaction, Site Pre-Opening, Restructuring and Other	37.1	29.9
Write-Down of Non-Financial Assets	4.5	68.1
Change in Fair Value of Cross Currency Interest Rate Swaps	(58.5)	(14.3)
Loss on Debt Extinguishment	15.1	-
Loss on Debt Modification	6.3	-
Foreign Exchange Loss	74.4	20.9
Non-Cash Deferred Rent	9.1	2.8
Sale Lease Back Adjustment (1)	(6.9)	
Adjusted EBITDA	150.8	217.2
(+) Non-Core Properties	11.9	9.3
Adjusted EBITDA (excl. Edmonton)	162.7	226.5
IFRS 16 Rent		
Rent Expense	-	(53.8)
Core Adjusted EBITDA (pre-IFRS 16 Impact)	162.7	172.7
Note		

Note: 1. SLB Transaction adjustment not included infinancial statements