



Breaking Data Corp Enters Into Agreement to Acquire Oryx Gaming

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TORONTO and LONDON, Aug. 22, 2018 (GLOBE NEWSWIRE) -- **Breaking Data Corp.** ("**Breaking Data**" or the "**Company**") (**TSXV: BKD**), the owner of GIVEMESPORT, a UK digital media company, today announces it has entered into a transaction agreement (the "Transaction Agreement") through which it will acquire all of the shares of Oryx Gaming ("Oryx") and plans to leverage the GIVEMESPORT 26m Facebook fans to move into gaming.

Oryx is an international i-Gaming turnkey solution provider that offers an online, retail and mobile platform and access to diverse portfolio of proprietary and 3rd party Sportsbook, Lottery and Casino products with over 5,000 content titles included. With clients ranging from JackpotJoy Plc to GVC, it is certified, approved and licensed to provide services in Malta, Schleswig Holstein, Spain, Romania, Colombia, Croatia, Serbia, Gibraltar, UK and Slovenia.

After the completion of the acquisition of Oryx, the Company is expected to be renamed Bragg Gaming Group. Furthermore, upon completion of the Transaction, Dominic Mansour, a former chief executive of the UK's Health Lottery, will become Chief Executive of the Company, and Akshay Kumar, the former CFO of NetPlay TV plc, will become Chief Financial Officer of the Company.

Dominic has more than 20 years' experience in media and gaming companies. In addition to his role at the UK Health Lottery, previous roles have included being Managing Director of FullTilt Poker, as well as senior roles at GTECH G2, NetPlay TV plc and Globalcom/WMC UK.

Akshay brings over thirteen years' experience in the betting and gaming sector. Prior to serving as CFO of NetPlay TV plc, a gaming business listed on the London Stock Exchange, he was Financial Controller at Sporting Index, the sports spreadbetting specialist.

Dominic commented: "The acquisition of Oryx is the first step on the road to the creation of a new global gaming group. We plan to follow this with other acquisitions in the gaming sector as we position Bragg Gaming as a next generation gaming company. The newly combined group will now have the opportunity to grow into gaming and to leverage synergies through the combination of the businesses. GIVEMESPORT has a bigger following on Facebook than ESPN and SkySports and we plan to use this as a platform to grow into Sportsbetting initially in the UK and further into the US as it regulates following the decision in May 2018 by the United States Supreme Court to strike down, as an unconstitutional exercise of federal power, the nearly 30-year ban on sports betting under the Professional and Amateur Sports Protection Act, or PASPA.

Matevz Mazij, Oryx's Chief Executive who will remain a Chief Executive of Oryx, has fifteen years of international business development and marketing experience with different online and land-based gaming companies, building business relationships throughout Asia, Europe, Central America and North America.

Matevz commented: "The deal with Breaking Data is a fantastic opportunity to capitalise on our international expansion plans. In the last five years since Oryx was founded, it has developed into a leading global provider of turnkey solutions for top gaming and betting brands."

Nick Thain, currently CEO of Breaking Data, will continue to run GIVEMESPORT. Nick has been involved with a range of start-ups and publicly traded businesses across sport, data, technology, music and artificial Intelligence. Nick co-founded GIVEMESPORT in 2014, rapidly turning it into the UK's number two sports publisher which has over 30 million visitors monthly. Nick joined Breaking Data in 2016 after it acquired GIVEMESPORT.

Nick commented: "We are pleased to have reached an agreement with Oryx Gaming that will see the beginning of our transition into the highly lucrative gaming and sports betting markets. This transaction marks an important milestone in our strategic transition into becoming a next generation gaming company."

In addition, the Company plans to launch GIVEMEBET, a new online sports betting brand, that will complement GIVEMESPORT's leading position in digital sports publishing, in a similar way to how Sky Betting & Gaming was built from SkySports – Sky Betting & Gaming was recently acquired by The Stars Group in a deal valued at US\$4.7 billion. The Company will release further details in due course.

Transaction Agreement details

Under the terms of the Transaction Agreement the Company will issue 21 million common shares to the shareholders of the AA Acquisition Group ("AAA") in exchange for all the shares of AAA ("the Transaction"). Legacy Eight Group Ltd. ("Legacy Eight") owns 44% of the shares of AAA, and upon completion of the Transaction would own approximately 19% of the shares of Breaking Data prior to taking into account any equity financing completed in connection with the Transaction. Legacy Eight is a company incorporated under the laws of the Province of Ontario, and the principal shareholder of Legacy Eight is Adam Arviv, a resident of Toronto, Ontario, who owns approximately a 30% interest in Legacy Eight.

AAA has entered into a Share Purchase Agreement (the "SPA") with Oryx Gaming International LLC ("Oryx") to acquire all of the shares of Oryx with the initial consideration being €7.5 million and the balance to be in the form of earn-outs based on the business performance of Oryx.

Financial details

- €1.5 million on signing of the SPA;
- €4.125 million on closing of the transaction;
- €1.875 million worth of common shares of the Company also on closing based on the 60 day volume weighted average price of the shares on the TSX Venture Exchange (the "TSXV") at the time of issuance, subject to a maximum of 2 million shares – in the event that the payment is limited by the maximum number of shares issuable, the balance of the payment will be paid in cash; and
- Earn-out payments comprised as follows: (i) after the first year following the closing date, a payment equal to 8 times 33% of the EBITDA of Oryx for that first year, subject to Oryx having achieved EBITDA of at least €2 million; and (ii) after the second year following the closing date, a payment equal to 8 times 33% of the EBITDA of Oryx for that second year, subject to Oryx having achieved EBITDA of at least €3 million. The earn-out payments will be partly satisfied by cash and partly by the issuance of common shares of the Company

based on the 60-day volume weighted average price of the shares on the TSXV, provided that the maximum number of shares to be issued for the first earn-out payment will be 2 million shares and for the second earn-out payment will be 2.5 million shares.

Below is a summary of Oryx's audited financial results for the years ending December 31, 2017 and 2016:

	Year Ended December 31, 2017 (audited) (US\$)	Year Ended December 31, 2016 (audited) (US\$)
Total revenue	6,644,425	4,577,868
Cost of sales	1,122,251	242,419
Net income (loss)	(13,461)	585,008
Total assets	3,679,275	3,581,174
Total liabilities	2,636,903	2,384,630

AAA has, to date, raised US\$2,232,000, part of which has been used to make the initial €1.5 million payment required on signing of the SPA. AAA has incurred expenses of approximately US\$325,000, which is currently unaudited.

The implementation of the Transaction, including the acquisition of Oryx, will be subject to the approval of at least 50% of the votes cast by holders of common shares of Breaking Data at the annual and special meeting of Breaking Data shareholders expected to take place in September 2018. In addition to the Breaking Data shareholder approval, the Transaction is also subject to financing, TSX Venture Exchange approval and certain other closing conditions customary in transactions of this nature. Breaking Data will provide further information as it becomes available with regard to the financing, which may be either equity, debt or a combination of both.

Oakvale Capital is acting as strategic advisor and Stikeman Elliott LLP is acting as legal advisor to AAA. Fogler, Rubinoff LLP is acting as legal advisor to Breaking Data.

Further information regarding the Transaction will be included in Breaking Data's information circular that Breaking Data will prepare, file and mail in due course to its shareholders in connection with the annual and special meeting of Breaking Data shareholders to be held to consider the Transaction. All Breaking Data shareholders are

urged to read the information circular once it becomes available as it will contain additional important information concerning the Transaction. The Transaction Agreement and the SPA will be filed on the SEDAR profile of Breaking Data on the SEDAR website at www.sedar.com.

About Breaking Data Corp

Breaking Data is a market leader in artificial intelligence services that provides a range of solutions including semantic search, machine learning and natural language processing (NLP). GIVEMESPORT is Breaking Data's flagship application, a leading source of sports news and events that makes use of semantic machine learning and NLP to track social media and distribute the latest sports news to consumers in real-time.

About Oryx Gaming

Oryx Gaming is a gaming and turnkey solutions provider based in the US and Malta with a subsidiary in Slovenia. Oryx offers a proprietary i-gaming platform and a diverse portfolio of proprietary and 3rd party Sportsbook, Lottery and Casino products with over 5,000 content titles included. Oryx leverages its established relationships with content providers to continuously expand its product portfolio and provides clients with a full suite of back office services including marketing, operations and customer management.

Cautionary Statement on Forward-Looking Information

This news release contains forward-looking statements. Forward-looking statements involve known and unknown risks, uncertainties and other factors which may cause the actual results, performance or achievements of Breaking Data, AAA and Oryx to be materially different from any future results, performance or achievements expressed or implied by the forward-looking statements. These forward-looking statements include, but are not limited to, statements relating to our expectations with respect to: the timing and outcome of the Transaction, including any financing to be completed in connection with the completion of the Transaction; the anticipated benefits of the Transaction to the parties and their respective security holders; impact of the Transaction and anticipated growth of the combined entity, including potential size and growth of the gaming industry in the UK and globally; and the anticipated timing of the Breaking Data shareholder meeting. Often, but not always, forward-looking statements can be identified by the use of words such as "plans", "expects" or "does not expect", "is expected", "estimates", "intends", "anticipates" or

"does not anticipate", or "believes", or variations of such words and phrases or state that certain actions, events or results "may", "could", "would", "might" or "will" be taken, occur or be achieved. In respect of the forward-looking statements and information concerning the anticipated benefits and completion of the Transaction and the anticipated timing for completion of the Transaction, Breaking Data has provided such statements and information in reliance on certain assumptions that they believe are reasonable at this time, including assumptions as to the time required to prepare and mail security holder meeting materials; the ability of the parties to receive, in a timely manner and on satisfactory terms, the necessary regulatory and shareholders approvals; the ability of the parties to satisfy, in a timely manner, the other conditions to the closing of the Transaction, including any financing to be completed in connection with the Transaction; and other expectations and assumptions concerning the Transaction. There can be no assurance that the Transaction will occur, or that it will occur on the terms and conditions contemplated in this news release. The Transaction could be modified, restructured or terminated. Accordingly, readers should not place undue reliance on the forward-looking statements and information contained in this press release.

Since forward-looking statements and information address future events and conditions, by their very nature they involve inherent risks and uncertainties. Actual results could differ materially from those currently anticipated due to a number of factors and risks. Readers are cautioned that the foregoing list of factors is not exhaustive. Additional information on other factors that could affect the operations or financial results of the parties are included in reports on file with applicable securities regulatory authorities.

The forward-looking statements contained in this news release are made as of the date of this release and, accordingly, are subject to change after such date. Breaking Data does not assume any obligation to update or revise any forward-looking statements, whether written or oral, that may be made from time to time by us or on our behalf, except as required by applicable law.

The TSX Venture Exchange and its Regulation Services Provider does not accept responsibility for the adequacy or accuracy of this release.

Completion of the Transaction is subject to a number of conditions, including but not limited to, TSXV acceptance and if applicable, disinterested shareholder approval. Where applicable, the Transaction cannot close until the required shareholder

approval is obtained. There can be no assurance that the Transaction will be completed as proposed or at all.

Investors are cautioned that, except as disclosed in the management information circular to be prepared in connection with the Transaction, any information released or received with respect to the Transaction may not be accurate or complete and should not be relied upon. Trading in the securities of Breaking Data should be considered highly speculative.

The TSX Venture Exchange has in no way passed upon the merits of the proposed transaction and has neither approved nor disapproved the contents of this news release.

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