

BEFORE THE NEVADA GAMING COMMISSION
AND THE NEVADA GAMING CONTROL BOARD

In the Matter of

CLAIRVEST GROUP INC.

(Registration)_____

ORDER OF REGISTRATION

THIS MATTER came on regularly for hearing before the Nevada Gaming Control Board ("Board") on May 4, 2022, and before the Nevada Gaming Commission ("Commission") on May 19, 2022, at Las Vegas, Nevada; and

THE BOARD AND COMMISSION having considered all information pertinent hereto;

IT IS HEREBY ORDERED BY THE NEVADA GAMING COMMISSION UPON THE RECOMMENDATION OF THE NEVADA GAMING CONTROL BOARD:

1. THAT the following applications, as amended and supplemented, have been filed:

a. The applications of Clairvest Group Inc. for (i) registration as a publicly traded corporation, and (ii) a finding of suitability as a beneficial owner of Accel Entertainment, Inc., and

b. The applications of Kenneth Brice Rotman for a finding of suitability as a beneficial owner and controlling beneficial owner of Clairvest Group Inc.

2. THAT Clairvest Group Inc. is registered as a publicly traded corporation, and is found suitable as a beneficial owner of Accel Entertainment, Inc.

3. THAT Kenneth Brice Rotman is found suitable as a beneficial owner and controlling beneficial owner of Clairvest Group Inc.

4. THAT in addition to the requirements imposed by NRS 463.639(2), Clairvest Group Inc. shall, pursuant to NRS 463.639(2)(c), provide to the Board within 10 days of receipt, a true copy of all statements regarding ownership of Clairvest Group Inc. securities filed pursuant to the National Instrument 62-103 – The Early Warning System and Related Takeover Bid and Insider Reporting Issues.

5. THAT in addition to the requirements of NGC Regulation 16.330, and pursuant to NGC Regulation 16.330(6), Clairvest Group Inc. shall provide to the Board within 10 days of receipt, a true copy of all material documents received from the Ontario Securities Commission, and any national or regional securities exchange.

6. THAT Clairvest Group Inc. shall, at least annually, notify its security holders that any person who, individually or in association with others, has acquired directly or indirectly, beneficial ownership of more than 5 percent of any class of Clairvest Group Inc. voting securities, is required to notify the Board, in writing, within 10 days of knowledge of such acquisition. If Clairvest Group Inc. becomes aware that any person, individually or in association with others, has acquired, directly or indirectly, beneficial ownership of more than 5 percent of any class of its voting securities, then Clairvest Group Inc. shall notify the Board in writing, within 10 days of knowledge of such acquisition.

7. THAT Clairvest Group Inc. shall, at least annually, notify its security holders of the nature and scope of, and procedures under, the Nevada Gaming Control Act (“the Act”) and the Nevada Gaming Commission Regulations (“the Regulations”), in a written form approved by the Chairperson of the Board, or his designee.

8. THAT if Clairvest Group Inc. conducts a "distribution" of securities to the public ("public offering") pursuant to Section 53 and Parts XV and XVI of the Ontario Securities Act and National Instrument 41-101 – General Prospectus Requirements or any other National Instrument applicable to alternative forms of prospectus, and if the securities or the proceeds from the sale thereof are intended to be used for any of the purposes set forth in NGC

Regulation 16.110(2), then Clairvest Group Inc. shall comply with the provisions of NGC Regulations 16.100, 16.110, 16.115, 16.125, 16.130 and 16.140, as applicable.

9. THAT before any proxy statement or information circular (collectively, an "Information Statement") subject to Part XIX of the Ontario Securities Act, is sent to the holders of the voting securities of Clairvest Group Inc. which includes a discussion of the nature and scope of, and procedures under, the Act and the Regulations, such Information Statement must be approved by the Board. An Information Statement is deemed to have been approved if it has been filed with the Board for at least 10 days and the Board has not issued a stop order during such period.

10. THAT Clairvest Group Inc. shall fund and maintain with the Board a revolving fund in the amount of \$25,000 for the purpose of funding investigative reviews by the Board for compliance with the terms of this Order of Registration. Without limiting the foregoing, the Board shall have the right, without notice, to draw upon the funds of said account for the payment of costs and expenses incurred by the Board and its staff in the surveillance, monitoring and investigative review of all activities of Clairvest Group Inc., its direct or indirect subsidiaries, and their affiliated entities.

11. THAT pursuant to NRS 463.625, Clairvest Group Inc. is exempted from compliance with NRS 463.585 through NRS 463.615, inclusive, and shall instead comply with NRS 463.635 through NRS 463.645, inclusive.

12. THAT Clairvest Group Inc., is exempted from NGC Regulation 15 and shall instead comply with the provisions of NGC Regulation 16.

13. THAT the Commission hereby expressly finds that the exemptions hereinabove granted are consistent with the State Policy set forth in NRS 463.0129 and NRS 463.489.

ENTERED at Las Vegas, Nevada this 19th day of May 2022.