

FIRST AMENDMENT TO ADMINISTRATION AGREEMENT

THIS FIRST AMENDMENT TO ADMINISTRATION AGREEMENT (the "**Amendment**") made effective as of the 27th day of October, 2016 (the "**Effective Date**").

BETWEEN:

**HER MAJESTY THE QUEEN IN RIGHT OF
ONTARIO, AS REPRESENTED BY THE
MINISTER OF FINANCE,**

(hereinafter referred to as the "**Minister**")

- and -

**ONTARIO LOTTERY AND GAMING
CORPORATION,**

(hereinafter referred to as "**OLG**")

WHEREAS the Minister and OLG are parties to that certain Administration Agreement made effective as of April 1, 2016 (the "**Agreement**");

AND WHEREAS capitalized terms used in this Amendment have the respective meanings specified in the Agreement;

AND WHEREAS the Parties desire to amend the Agreement as set forth in this Amendment;

NOW THEREFORE THIS AMENDMENT WITNESSES THAT in consideration of the respective covenants and agreements of the Parties herein contained, the Parties hereby agree as follows:

1. Section 8.1(c) of the Agreement is hereby deleted in its entirety and replaced with the following:

Compliance Declaration. Within 30 days of September 30 and March 31 of each Funding Year, OLG will issue a declaration in the form set out in Schedule 4, signed by its CEO, certifying that OLG has complied with the terms of this Agreement.

2. Schedule 4 of the Agreement is hereby deleted in its entirety and replaced with Exhibit A attached hereto.
3. Except as modified by this Amendment, the Agreement remains unchanged and in full force and effect.

4. This Amendment shall be governed by and construed in accordance with the laws of the Province of Ontario and the federal laws of Canada applicable therein.
5. This Amendment may be executed in any number of counterparts, each of which will be deemed an original, but all of which together will constitute one and the same instrument. Counterparts may be delivered either in original or electronic form.

[The next page is the signature page.]

IN WITNESS WHEREOF this Amendment has been executed by the Parties with effect as of the Effective Date.

**HER MAJESTY THE QUEEN IN
RIGHT OF ONTARIO,
as represented by the Minister of
Finance**

by _____
Name: Hon. Charles Sousa
Title: Minister of Finance

Date: _____

**ONTARIO LOTTERY AND GAMING
CORPORATION**

by _____
Name: Stephen Rigby
Title: President and Chief
Executive Officer

Date: _____

Name: Lori Sullivan
Title: SVP, Governance, Legal &
Compliance, General
Counsel and Corporate
Secretary

Date: _____

EXHIBIT A

SCHEDULE 4 – FORM OF COMPLIANCE DECLARATION

Application: April 1, 2016 - March 31, 2021

Compliance Declaration and Certification

To: The Deputy Minister of Finance

From: Ontario Lottery and Gaming Corporation ("OLG")

Date: [insert date]

Re: [insert date range: April 1, [year] – September 30, [year] or October 1, [year] – March 31, [year]] (the "**Applicable Period**")

Unless otherwise defined in this declaration, capitalized terms have the same meaning as set out in the Administration Agreement between the Minister and the OLG effective April 1, 2016, as amended from time to time.

On behalf of OLG, the undersigned declares and certifies to you as follows:

After making due inquiries and subject to any exceptions identified on Appendix 1, to the best of my knowledge, OLG has fulfilled its obligations under the Administration Agreement during the Applicable Period.

Chief Executive Officer of OLG