

**AMENDING AGREEMENT
TO THE BUSINESS COMBINATION AGREEMENT DATED JUNE 29, 2022**

THIS AMENDING AGREEMENT is made effective as of July 29, 2022 (the "**Effective Date**").

BETWEEN:

NORTHSTAR GAMING INC.

a corporation existing under the laws of the Province of Ontario
("**NorthStar**")

- and -

BADEN RESOURCES INC.

a corporation existing under the laws of British Columbia
("**Baden**")

(each a "**Party**" and collectively, the "**Parties**")

WHEREAS:

- A. Effective June 29, 2022, NorthStar and Baden entered into a Business Combination Agreement (the "**Agreement**").
- B. Pursuant to Section 8.4 of the Agreement, NorthStar and Baden wish to amend the Agreement as set out herein.

NOW THEREFORE, in consideration of the mutual covenants and agreements herein contained and for other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged by each of the Parties, the Parties covenant and agree as follows:

1. **Definitions.** Capitalized terms used in this Amending Agreement will, unless otherwise defined herein, have the meanings set out in the Agreement.
2. **Amendment Date.** The amendments contained herein shall be effective as of the Effective Date.
3. **Amendments to the Agreement.** Effective as of the Effective Date, the Agreement is hereby amended as follows:
 - (a) Section 7.1 is hereby amended by deleting subparagraph (e) in its entirety and replacing in its place:
 - (e) the Concurrent Financing shall have been completed no later than September 30, 2022;
 - (b) Section 8.1 is hereby amended by deleting subparagraph (a) in its entirety and replacing in its place:

- (a) by either Party if they are not satisfied with their due diligence review by the earlier of August 31, 2022 and forty-eight (48) hours before the closing of the Concurrent Financing;
4. **Governing Law.** The Amending Agreement is governed by and will be construed in accordance with the Laws of the Province of Ontario and the laws of Canada applicable therein..
 5. **Continuing Effect.** Except as amended by this Amending Agreement, the balance of the terms of the Agreement shall remain unchanged and in full force and effect.
 6. **Entire Agreement.** The Agreement as amended by this Amending Agreement constitute the entire agreement and understanding between the Parties hereto with respect to the subject matter hereof and thereof, and supersedes any and all prior agreements and understandings, oral or written, relating to the subject matter hereof and thereof.
 7. **Counterparts.** This Amending Agreement may be executed in any number of counterparts (including by electronic transmission), each of which when executed and delivered will be deemed to be an original, but all of which when taken together constitutes one and the same instrument. Any Party may execute this Amending Agreement by signing any counterpart.

[Signature page follows]

IN WITNESS WHEREOF, the parties have executed this Amending Agreement as of the Effective Date.

NORTHSTAR GAMING INC.

Per: 

Michael Moskowitz
Chief Executive Officer & Director

BADEN RESOURCES INC.

Per: 

Howard Milne
Chief Executive Officer and Director

Per: 

Steve Mathiesen
Chief Financial Officer and Director