



GREAT CANADIAN GAMING CORPORATION

AUDITORS' REPORT  
AND  
CONSOLIDATED FINANCIAL STATEMENTS

For the Year Ended December 31, 2008

*As at March 9, 2009*

*(Expressed in millions, except for share information)*

## Auditors' Report

To the Shareholders of  
Great Canadian Gaming Corporation

We have audited the consolidated statements of financial position of Great Canadian Gaming Corporation as at December 31, 2008 and 2007 and the consolidated statements of earnings, retained earnings, comprehensive income and accumulated other comprehensive loss and cash flows for the years then ended. These consolidated financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these consolidated financial statements based on our audits.

We conducted our audits in accordance with Canadian generally accepted auditing standards. Those standards require that we plan and perform an audit to obtain reasonable assurance whether the consolidated financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the consolidated financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation.

In our opinion, these consolidated financial statements present fairly, in all material respects, the financial position of the Company as at December 31, 2008 and 2007 and the results of its operations and its cash flows for the years then ended in accordance with Canadian generally accepted accounting principles.

*Deloitte & Touche LLP*

Chartered Accountants  
February 27, 2009

**GREAT CANADIAN GAMING CORPORATION**  
**Consolidated Statements of Financial Position**

(Expressed in millions, except for share information)

As at December 31,

		<b>2008</b>	<b>2007</b>
<b>ASSETS</b>			
<b>CURRENT</b>			
Cash and cash equivalents	Note 4	\$ 43.6	\$ 107.1
Restricted cash	Note 4	10.6	3.6
Accounts receivable		14.2	13.3
Income taxes receivable		1.1	-
Due from Nova Scotia Gaming Corporation	Note 5	3.7	17.2
Prepays, deposits and other assets		9.1	12.0
		<b>82.3</b>	<b>153.2</b>
Property, plant and equipment	Note 6	704.0	567.3
Intangible assets	Note 9	180.5	191.5
Goodwill	Note 10	39.0	37.0
Future income taxes	Note 17	8.6	3.4
Other assets	Note 13	9.6	5.0
		<b>\$ 1,024.0</b>	<b>\$ 957.4</b>
<b>LIABILITIES</b>			
<b>CURRENT</b>			
Accounts payable and accrued liabilities		\$ 74.8	\$ 69.5
Income taxes payable		-	3.6
Long-term debt, deferred credits and other liabilities, current	Note 11	2.3	8.8
		<b>77.1</b>	<b>81.9</b>
Long-term debt	Note 11	440.0	329.4
Derivative liabilities	Note 13	23.4	62.8
Deferred credits, other liabilities and non-controlling interests	Note 7	22.4	2.0
Future income taxes	Note 17	68.4	71.1
		<b>631.3</b>	<b>547.2</b>
<b>SHAREHOLDERS' EQUITY</b>			
Share capital and contributed surplus	Note 14	341.7	341.3
Accumulated other comprehensive loss		(22.7)	(9.1)
Retained earnings		73.7	78.0
		<b>392.7</b>	<b>410.2</b>
		<b>\$ 1,024.0</b>	<b>\$ 957.4</b>

See Accompanying Notes to the Consolidated Financial Statements

**GREAT CANADIAN GAMING CORPORATION****Consolidated Statements of Earnings**

(Expressed in millions, except for share information)

For the years ended December 31,

			<b>2008</b>		2007
REVENUES	Note 15	\$	<b>403.7</b>	\$	397.2
EXPENSES					
Human resources			<b>179.0</b>		179.6
Property, marketing and administration			<b>117.0</b>		106.6
Amortization			<b>43.3</b>		40.1
Stock-based compensation			<b>11.6</b>		7.0
Restructuring and other	Note 16		<b>3.2</b>		1.0
			<b>354.1</b>		334.3
EARNINGS FROM OPERATIONS			<b>49.6</b>		62.9
Interest and financing costs, net			<b>27.7</b>		24.8
Foreign exchange (gain) loss			<b>(1.0)</b>		0.3
			<b>26.7</b>		25.1
EARNINGS BEFORE INCOME TAXES			<b>22.9</b>		37.8
Income taxes	Note 17		<b>8.0</b>		0.6
EARNINGS BEFORE NON-CONTROLLING INTERESTS			<b>14.9</b>		37.2
Non-controlling interests			<b>1.4</b>		1.4
NET EARNINGS		\$	<b>13.5</b>	\$	35.8
EARNINGS PER COMMON SHARE	Note 18				
Basic		\$	<b>0.16</b>	\$	0.42
Diluted		\$	<b>0.16</b>	\$	0.41
WEIGHTED AVERAGE NUMBER OF COMMON SHARES					
Basic			<b>83,068,996</b>		86,226,888
Diluted			<b>83,096,306</b>		86,642,050

See Accompanying Notes to the Consolidated Financial Statements

**GREAT CANADIAN GAMING CORPORATION**

(Expressed in millions, except for share information)

For the years ended December 31,

**Consolidated Statements of Retained Earnings**

	2008	2007
<b>Retained earnings, beginning of year</b>	<b>\$ 78.0</b>	\$ 64.3
Net earnings	13.5	35.8
Purchase of common shares	(17.8)	(22.1)
<b>Retained earnings, end of year</b>	<b>\$ 73.7</b>	\$ 78.0

**Consolidated Statements of Comprehensive Income and Accumulated Other Comprehensive Loss**

	2008	2007
<b>Net earnings</b>	<b>\$ 13.5</b>	\$ 35.8
<b>Other comprehensive income (loss), net of tax</b>		
Current period changes in fair values of derivatives designated as cash flow hedges, net of income taxes of \$16.6 (2007- \$21.4)	30.2	(41.4)
(Gain) Loss on derivatives designated as cash flow hedges transferred to net earnings in the current period, net of income taxes of \$25.6 (2007- \$22.1)	(50.9)	42.7
Unrealized effect of foreign currency translation of foreign operations	7.1	(5.1)
<b>Other comprehensive loss</b>	<b>(13.6)</b>	(3.8)
<b>Comprehensive (loss) income</b>	<b>\$ (0.1)</b>	\$ 32.0

	2008	2007
<b>Accumulated other comprehensive loss comprises:</b>		
Changes in fair values of derivatives designated as cash flow hedges, net of income taxes	\$ (11.2)	\$ (41.4)
(Gain) Loss on derivatives designated as cash flow hedges transferred to net earnings, net of income taxes	(8.2)	42.7
Unrealized effect of foreign currency translation of foreign operations	(3.3)	(10.4)
<b>Accumulated other comprehensive loss</b>	<b>\$ (22.7)</b>	\$ (9.1)

# GREAT CANADIAN GAMING CORPORATION

## Consolidated Statements of Cash Flows

(Expressed in millions, except for share information)

For the years ended December 31,

	2008	2007
<b>Cash Flows from Operating Activities</b>		
Net earnings	\$ 13.5	\$ 35.8
Adjustments to reconcile net earnings to net cash provided by operating activities:		
Amortization	43.3	40.1
Stock-based compensation	11.6	7.0
Non-cash interest and financing costs	3.2	2.7
Future income taxes	1.3	(8.8)
Other	1.7	(0.4)
Changes in non-cash operating working capital	(9.6)	20.2
Net cash provided by operating activities	65.0	96.6
<b>Cash Flows from Investing Activities</b>		
Purchase of property, plant and equipment, net of related accounts payable	(134.2)	(32.8)
Funds received from Nova Scotia Gaming Corporation	14.8	21.1
Funds due from Nova Scotia Gaming Corporation for purchases of plant and equipment	(1.3)	(4.0)
Acquisitions related contingent payments	(5.9)	(5.9)
Acquisition of Haney Bingo Plex	(1.0)	-
Restricted cash	(8.3)	0.2
Other	-	0.2
Net cash used in investing activities	(135.9)	(21.2)
<b>Cash Flows from Financing Activities</b>		
Proceeds from long-term debt	48.0	402.0
Repayment of long-term debt	(16.1)	(388.9)
Transaction costs	-	(13.0)
Common shares issued for cash, net of issuance costs	0.2	7.6
Purchase of common shares	(29.2)	(31.3)
Net cash provided by (used in) financing activities	2.9	(23.6)
Effect of foreign exchange on cash and cash equivalents	4.5	(1.5)
<b>Net Cash (Outflow) Inflow</b>	<b>(63.5)</b>	<b>50.3</b>
<b>Cash and cash equivalents, beginning of year</b>	<b>107.1</b>	<b>56.8</b>
<b>Cash and cash equivalents, end of year</b>	<b>\$ 43.6</b>	<b>\$ 107.1</b>
<b>Supplemental Disclosure</b>		
Interest received	\$ 3.2	\$ 5.2
Interest paid	\$ 28.3	\$ 21.2
Income taxes paid (received)	\$ 9.6	\$ (4.9)

See Accompanying Notes to the Consolidated Financial Statements

# GREAT CANADIAN GAMING CORPORATION

## Notes to the Consolidated Financial Statements

For the Years Ended December 31, 2008 and 2007  
(Expressed in millions, except for share information)

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### 1. NATURE OF BUSINESS

Great Canadian Gaming Corporation (the "Company") is a multi-jurisdictional gaming and entertainment operator with operations in British Columbia, Ontario and Nova Scotia, Canada, and Washington State, United States of America. The Company operates ten casinos, a thoroughbred racetrack that offers slot machines, four standardbred racetracks (two offer slot machines and one offers both slot machines and table games), a community gaming centre, a hotel & conference centre, two show theatres, a bingo hall and various associated food and beverage and entertainment facilities.

### 2. SIGNIFICANT ACCOUNTING POLICIES

These consolidated financial statements are presented in accordance with Canadian generally accepted accounting principles and reflect the following significant accounting policies:

a) *Principles of consolidation*

These consolidated financial statements include the accounts of the Company and its subsidiaries. Significant inter-company balances and transactions with subsidiaries are eliminated upon consolidation.

b) *Principal operating entities*

Entity	Ownership interest at December 31, 2008 and 2007
Flamboro Downs Limited	100%
Georgian Downs Limited	100%
Great American Gaming Corporation	100%
Great Canadian Casinos Inc.	100%
Great Canadian Entertainment Centres Ltd.	100%
Hastings Entertainment Inc.	100%
Metropolitan Entertainment Group	100%
Orangeville Raceway Limited	100%
TBC Teletheatre B.C.	50% <sup>(1)</sup>

<sup>(1)</sup> On March 18, 2005, the Company increased its ownership interest in TBC to 50% and effectively controlled and consolidated its operating results from that date.

c) *Uncertainty in management estimates*

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Estimates are used for, but not limited to, the fair value of net assets acquired in business combinations, the fair value of assets acquired in business transactions with non-monetary consideration (see Note 7), impairment of goodwill and long-lived assets, estimated useful lives of property, plant and equipment and intangible assets, stock-based compensation, determination of fair value of derivatives, income taxes and contingencies. Actual results may differ from those estimates.

**GREAT CANADIAN GAMING CORPORATION**  
**Notes to the Consolidated Financial Statements**

For the Years Ended December 31, 2008 and 2007  
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**2. SIGNIFICANT ACCOUNTING POLICIES (Continued)**

*d) Cash and cash equivalents*

Cash and cash equivalents include cash and liquid investments with an original maturity of three months or less.

*e) Facility Development Commission*

The Facility Development Commission ("FDC") is a compensation component of the Company's Casino Operational Services Agreements ("COSAs") with the British Columbia Lottery Corporation ("BCLC"). FDC is earned (payable by BCLC to the Company) as a fixed percentage of gross gaming win, subject to the Company incurring sufficient Approved Amounts (a defined term in the COSAs and generally consists of approved capital and operating expenditures related to the development or improvement of gaming properties), and is paid weekly to the Company. Approved Amounts are reduced by the FDC receipts.

FDC is recorded as part of revenues on the consolidated statements of earnings when earned, limited to the extent that sufficient Approved Amounts have previously been made by the Company. Currently, the FDC percentage is 3% of the gross win from gaming activities.

In 2006, BCLC announced it would provide for an additional accelerated FDC amount equal to 2% of the gross win from a redeveloped casino property on projects approved by the BCLC after July 1, 2006. The accelerated FDC is payable weekly beginning on the later of April 1, 2007 or the opening of a redeveloped property. The accelerated FDC is a one-time initiative that is limited to the initial redevelopment of a property and continues to be received until the approved eligible costs of the redevelopment are recovered.

*f) Marketing fees to BCLC*

The Company contributed between 0.5% and 1.5% of the gaming win in four of its BC casinos and two of its racing properties to BCLC as prepayment for marketing programs. The Company recorded the contribution to BCLC as a prepaid expense and expensed the prepayment based on confirmation of expenditures made by BCLC from this fund. In the event of and to the extent that the amounts contributed are not expended on marketing programs within the defined periods, the Company will be entitled to repayment of the contribution. On December 28, 2008 the program was changed by BCLC such that the contribution was reduced to 0.6% of gaming win for those properties that were paying 1.5%. The contributions subsequently paid to BCLC will be used at the discretion of BCLC to fund various marketing programs. In future periods the contribution will be recorded when incurred as property, marketing and administration expenses on the consolidated statements of earnings.

**GREAT CANADIAN GAMING CORPORATION**  
**Notes to the Consolidated Financial Statements**

For the Years Ended December 31, 2008 and 2007  
(Expressed in millions, except for share information)

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**2. SIGNIFICANT ACCOUNTING POLICIES (Continued)**

*g) Capital Reserve Account*

The Amended and Restated Operating Contract ("AROC") with the Nova Scotia Gaming Corporation ("NSGC") includes a provision for reimbursement of certain of the Company's qualifying expenditures under the NSGC's Capital Reserve Account.

The Company is required under the AROC to make contributions to the NSGC's Capital Reserve Account equal to 5% of the annual gross operational revenues from the two Nova Scotia casinos with a minimal annual contribution of \$5.0 beginning in April 2009. Reimbursement of qualifying expenditures is received from the Capital Reserve Account, or if there is an insufficient balance in the Capital Reserve Account, is recorded as a receivable from NSGC and recorded as a reduction in the historical cost of the related expenditures at the time approval is given by NSGC. As provided for in the AROC, to the extent a receivable balance exists, the Company earns interest on the balance at a rate of bank prime plus 2% per annum.

The replacement assets acquired using funds from the Capital Reserve Account are the property of the Company until the end of the term of the AROC, at which time, the assets revert to NSGC.

*h) Property, plant and equipment*

Property, plant and equipment are recorded at cost less accumulated amortization and amounts approved under the Capital Reserve Account. Amortization is expensed on a straight-line basis from the month assets are put in use over the estimated useful lives of the assets generally at the following rates:

Land	not amortized
Buildings	20 to 40 years
Equipment	1 to 5 years
Leasehold improvements and interests	lesser of useful life or lease term

During the construction period of significant facilities, the Company capitalizes construction and overhead costs, including interest, directly attributable to the construction project. The costs of construction of the Company's gaming and ancillary facilities are classified as properties under development. When the property or portion thereof is substantially complete and ready for use, costs cease to be capitalized, are transferred from properties under development to their respective asset categories, and are amortized over the assets' estimated useful lives.

**GREAT CANADIAN GAMING CORPORATION**  
**Notes to the Consolidated Financial Statements**

For the Years Ended December 31, 2008 and 2007  
(Expressed in millions, except for share information)

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**2. SIGNIFICANT ACCOUNTING POLICIES (Continued)**

*i) Intangible assets*

The Company's finite-lived intangible assets consist primarily of electronic gaming rights, operational service agreements, siteholder agreements and horse racing licences. Intangible assets are amortized over their estimated useful lives ranging from five to twenty years. Judgment is used to estimate an intangible asset's useful life and is based on an analysis of all pertinent factors, including expected use of the intangible asset, contractual provisions that enable renewal or extension of the intangible asset's legal or contractual life without substantial cost, and renewal history. Changes in the estimate of an intangible asset's useful life are treated as a change in accounting estimate and are applied prospectively.

Intangible assets are tested for impairment consistent with the method described for long-lived assets below (Note 2(k)).

*j) Goodwill*

Goodwill represents the excess of the purchase price of acquired companies over the estimated fair value of the tangible and intangible net assets acquired. Goodwill is tested for impairment at least annually and whenever events or circumstances indicate that its carrying value may not be fully recoverable. The impairment test requires comparing the carrying values of the reporting units, including goodwill, to their fair values. The Company determines fair value using price-to-earnings multiples or discounted cash flows, whichever is the most appropriate in the circumstances. The excess of the carrying value amount over the fair value of goodwill, if any, is charged to operations in the period the impairment occurred.

*k) Impairment of long-lived assets*

Long-lived assets are reviewed for impairment whenever events or circumstances indicate that the carrying value of an asset may not be recoverable. An impairment loss is recognized when the carrying value of a long-lived asset intended for use exceeds the sum of the undiscounted cash flows expected from its use and eventual disposition. The impairment loss is measured as the excess of the carrying value of the asset over its fair value.

*l) Debt refinancing transaction costs*

Debt refinancing transaction costs relate to the costs associated with securing long-term financing and credit facilities. These costs are expensed to interest and financing costs, net on the consolidated statements of earnings over the term of the related debt using the effective interest method. When a debt facility is retired by the Company, any remaining balance of related debt refinancing transaction costs is expensed to interest and financing costs, net on the consolidated statements of earnings in the period that the debt facility is retired.

**GREAT CANADIAN GAMING CORPORATION**  
**Notes to the Consolidated Financial Statements**

For the Years Ended December 31, 2008 and 2007  
(Expressed in millions, except for share information)

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**2. SIGNIFICANT ACCOUNTING POLICIES (Continued)**

m) Comprehensive Income

Comprehensive income consists of net earnings on the consolidated statements of earnings and other comprehensive income (loss) ("OCI"). OCI represents changes in shareholders' equity in a period arising from the portion of the change in the fair values of the Company's derivatives designated as cash flow hedges that are determined to be effective, gains and losses on derivatives designated as cash flow hedges transferred to net earnings in the current period, and the unrealized effect of foreign currency translation of foreign operations.

n) *Financial Instruments*

Financial instruments are initially recognized at fair value. The fair value of a financial instrument is the amount of consideration that would be agreed upon in an arm's-length transaction between knowledgeable, willing parties who are under no compulsion to act. Fair values of financial instruments are based on independent prices quoted in active markets. In the absence of an active market, fair values are determined based on valuation models such as discounted cash flows, which require the use of assumptions concerning the amount and timing of estimated future cash flows and discount rates. Subsequent measurement depends on management's classification of the financial assets as held-for-trading, available-for-sale, held-to-maturity or loans and receivables, and financial liabilities as held-for-trading or other liabilities. The classification of financial instruments depends on the nature of and the purpose of the financial instruments, management's choice and in some circumstances, management's intentions.

Held-for-Trading

Financial instruments classified as held-for-trading are measured at fair value with the realized and unrealized changes in fair value recognized each reporting period through interest and financing costs, net on the consolidated statement of earnings.

Available-for-Sale

Financial assets classified as available-for-sale are measured at fair value with the unrealized changes in fair value recorded each reporting period in OCI. Investments in equity instruments classified as available-for-sale that do not have a quoted price in an active market are recorded at cost. Each reporting period, available-for-sale assets are written down to fair value through interest and financing costs, net on the consolidated statement of earnings to reflect impairments that are considered to be other than temporary.

**GREAT CANADIAN GAMING CORPORATION**  
**Notes to the Consolidated Financial Statements**

For the Years Ended December 31, 2008 and 2007  
(Expressed in millions, except for share information)

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**2. SIGNIFICANT ACCOUNTING POLICIES (Continued)**

*n) Financial Instruments (Continued)*

Held-to-Maturity, Loans and Receivables and Other Liabilities

Financial instruments classified as held-to-maturity, loans and receivables and other liabilities are measured at amortized cost using the effective interest method.

The following table summarizes the Company's selected financial instrument classifications based on its intentions:

<b>Financial instrument</b>	<b>Classification</b>
Cash	Held-for-trading
Cash equivalents	Held-to-maturity
Restricted cash	Held-for-trading
Accounts receivable	Loans and receivables
Due from Nova Scotia Gaming Corporation	Loans and receivables
Accounts payable and accrued liabilities	Other liabilities
Long-term debt	Other liabilities
Derivative liabilities	Cash flow hedge

*o) Hedges*

The Company entered into cross-currency interest rate swaps (Note 13) to hedge the U.S. dollar exchange rate and interest rate risks associated with the debt issued in 2007. The Company designated these cross-currency interest rate swaps as cash flow hedges. These hedging instruments are presented on the consolidated statements of financial position at December 31, 2008 at fair value. The portion of the changes in fair values of the cross-currency interest rate swaps that is determined to be effective is recorded in OCI as changes in fair value of derivatives designated as cash flow hedges, and any ineffective portion is recorded as interest and financing costs, net in the consolidated statements of earnings. The hedged debt is translated to Canadian dollars at the exchange rate in effect on the last day of the reporting period, and through the application of hedge accounting, the resulting foreign exchange gains or losses included in the foreign exchange (gain) loss line of the consolidated statements of earnings are effectively offset by the gains or losses on derivatives designated as cash flow hedges.

The Company assesses the effectiveness of its hedging instruments at each reporting period. Hedge accounting is discontinued prospectively when the hedging relationship no longer qualifies as an effective hedge, or it is terminated upon the early termination of the hedged item. When hedge accounting is discontinued, changes in fair value of these financial instruments are recorded as interest and financing costs, net on the consolidated statements of earnings.

**GREAT CANADIAN GAMING CORPORATION**  
**Notes to the Consolidated Financial Statements**

For the Years Ended December 31, 2008 and 2007  
(Expressed in millions, except for share information)

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**2. SIGNIFICANT ACCOUNTING POLICIES (Continued)**

*p) Translation of foreign operations and foreign currency transactions*

The Company's financial statements are presented in Canadian dollars. The Company's non-Canadian operations are translated into Canadian dollars using the current rate method. Under this method, assets and liabilities are translated into Canadian dollars using the exchange rates in effect on the dates of the consolidated statements of financial position. Revenues and expenses are translated at average exchange rates prevailing during the year. The resulting translation gains and losses are included as a separate component of comprehensive income.

Transactions completed in foreign currencies are translated into Canadian dollars at the rates prevailing at the time of the transactions. Monetary assets and liabilities denominated in foreign currencies are reflected in the consolidated financial statements at the exchange rates prevailing at the dates of the consolidated statements of financial position with the resulting gain or loss included in the consolidated statements of earnings in the period in which it occurs.

*q) Stock-based compensation*

The Company applies the fair value method of accounting for all stock option awards. Under this method, the Company recognizes compensation expense for stock options awarded using the Black-Scholes model based on the fair value of the options at the later of the date of grant or the date of shareholder approval of any new share option plan from which options were granted. The Company assumes that all awards will vest and recognizes the effect of forfeitures as they occur. The fair value of the options is expensed over the vesting period of the options.

*r) Revenue recognition*

Gaming revenues, which include revenues from table games, slot machines, bingo games, FDC from BCLC, and the siteholder payments from Ontario Lottery and Gaming Corporation ("OLG") are recorded when earned and payable to the Company after deduction for the portion of gaming and other revenues payable to BCLC, OLG, and NSGC, accruals for payouts on progressive games, and gaming taxes payable to Washington State.

Racetrack revenues are recorded when earned and payable to the Company, net of amounts returned as winning wagers, provincial and federal taxes, and purses for wagering. Racetrack revenues also include the net amount of the host track share of wagering on races simulcast to other associations.

Hotel, food and beverage, entertainment and other operating revenues are recognized as goods are delivered and services are performed.

## GREAT CANADIAN GAMING CORPORATION

### Notes to the Consolidated Financial Statements

For the Years Ended December 31, 2008 and 2007  
(Expressed in millions, except for share information)

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#### 2. SIGNIFICANT ACCOUNTING POLICIES (Continued)

s) *Income taxes*

The Company follows the liability method of accounting for income taxes. Under this method, current income taxes are recognized for the estimated tax payable for the current year. Future income taxes relate to the expected future tax consequences of differences between the carrying amount of balance sheet items and their corresponding tax values. Future income tax assets, if any, are recognized only to the extent that, in the opinion of the Company, it is more likely than not that the future income tax assets will be realized. To the extent that the Company does not consider it more likely than not that a future income tax asset will be recovered, it provides a valuation allowance against the excess. Future income tax assets and liabilities are adjusted for the effects of changes in tax laws and rates on the date of the enactment or substantive enactment.

t) *Earnings per common share*

Basic earnings per common share are calculated using the weighted average number of common shares outstanding during the period. Diluted earnings per common share are presented using the treasury stock method and are calculated by dividing net earnings applicable to common shares by the sum of the weighted average number of common shares outstanding and all additional common shares that would have been outstanding if potentially dilutive common shares had been issued.

#### 3. CHANGES IN ACCOUNTING POLICIES

On January 1, 2008, the Company adopted the following new accounting standards of the Canadian Institute of Chartered Accountants ("CICA"):

- Handbook Section 1535 - Capital Disclosures. The new standard requires disclosure of qualitative and quantitative information that enables users of financial statements to evaluate the Company's objectives, policies and processes for managing capital, and has been applied retrospectively without prior period restatement. The required disclosure is set out in Note 12.
- Handbook Sections 3862 - Financial Instruments Disclosures, and 3863 - Financial Instruments Presentation, which replaced Section 3861. These new standards require incremental disclosure of risks associated with both recognized and unrecognized financial instruments and how those risks are managed. The transitional provisions of these standards provide that the incremental disclosures need not be presented for the comparative period in the year that these standards are adopted. The required disclosure is set out in Note 26.
- Handbook Section 3031 - Inventories, which replaced Section 3030. This new standard gives guidance on measurement and disclosure of inventories and has been applied retrospectively without prior period restatement. The change in accounting policy had no material impact on the Company's consolidated financial statements at January 1, 2008.

# GREAT CANADIAN GAMING CORPORATION

## Notes to the Consolidated Financial Statements

For the Years Ended December 31, 2008 and 2007  
(Expressed in millions, except for share information)

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### 3. CHANGES IN ACCOUNTING POLICIES (Continued)

#### *Recent Accounting Pronouncements*

In February 2008, the CICA issued a new accounting standard entitled Goodwill and Intangible Assets, Section 3064. The new section replaced the existing guidance on goodwill and other intangible assets and research and development costs. The new section provides additional guidance on measuring the cost of goodwill and intangible assets. The standard is effective for interim and annual financial statements for fiscal years beginning on or after October 1, 2008. The Company will apply the new accounting standards at the beginning of its 2009 fiscal year. This new accounting standard is currently not expected to have a material impact on the Company's consolidated financial statements.

In January 2006, the CICA Accounting Standards Board ("AcSB") adopted a strategic plan for the direction of accounting standards in Canada. As part of that plan, accounting standards in Canada for public companies will converge with International Financial Reporting Standards ("IFRS") no later than the end of 2011. The areas with the most potential for future impact on the Company's financial statements are expected to be the recognition, measurement and disclosure of: property, plant & equipment; intangible assets; business combinations; impairment of long-lived assets; stock-based compensation; and income taxes. The Company will monitor the requirements of the IFRS transition and adopt the new standards as required.

### 4. CASH AND CASH EQUIVALENTS

	December 31, 2008	December 31, 2007
Cash in banks	\$ 28.5	\$ 32.5
Cash floats	8.6	11.1
Cash equivalents	6.5	63.5
	<b>\$ 43.6</b>	<b>\$ 107.1</b>

Cash equivalents may include investments in term deposits, commercial paper, bankers' acceptances, money market investments and guaranteed investment certificates with original maturities within three months of the year end. At December 31, 2008 and 2007, the Company did not hold any cash equivalents in asset-backed commercial paper.

Cash and cash equivalents excludes cash floats of \$16.4 (2007 - \$15.6) provided by BCLC for use in BC casino operations. Since these cash floats are owned by BCLC, they are not included in the Company's cash and cash equivalents balances. The Company has issued letters of credit in favour of BCLC as security for these amounts (Note 25).

Restricted cash is composed primarily of \$8.5 (2007 - \$0.2) related to future payments for construction projects, \$0.4 (2007 - \$1.2) held for capital expenditures that require approval from OLG, and \$1.7 (2007 - \$2.2) for horsemen's purse pools.

**GREAT CANADIAN GAMING CORPORATION**  
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**5. DUE FROM NOVA SCOTIA GAMING CORPORATION**

Due from NSGC includes the Capital Reserve Account and Mandatory Deferral receivables from NSGC.

	<b>December 31,</b>	December 31,
	<b>2008</b>	2007
Capital Reserve Account Receivable	\$ 3.7	\$ 6.4
Mandatory Deferral Receivable	-	10.8
	<b>\$ 3.7</b>	<b>\$ 17.2</b>

The Capital Reserve Account receivable represents amounts spent by the Company on approved expenditures, plus accrued interest on the outstanding balance at bank prime plus 2% per annum, less repayments from the NSGC's Capital Reserve Account based on 5% of the gross operational revenues from the two Nova Scotia casinos.

As provided for in an agreement with NSGC, the Company was entitled to the repayment of the initial capital investment in building the Nova Scotia casinos through the Operator's Capital Investment and Mandatory Deferral receivables which accrued interest on the outstanding balances at 12% and prime plus 1% per annum, respectively. The final instalments of the Operator's Capital Investment and the Mandatory Deferral receivables were received in April 2007 and September 2008, respectively.

**6. PROPERTY, PLANT AND EQUIPMENT**

<b>As at December 31, 2008</b>			
	<b>Historical</b>	<b>Accumulated</b>	<b>Net Book</b>
	<b>Cost</b>	<b>Amortization</b>	<b>Value</b>
Land	\$ 77.8	\$ -	\$ 77.8
Buildings	510.4	58.3	452.1
Properties under development	87.6	-	87.6
Equipment	89.4	61.3	28.1
Leasehold improvements and interests	65.7	7.3	58.4
	<b>\$ 830.9</b>	<b>\$ 126.9</b>	<b>\$ 704.0</b>

<b>As at December 31, 2007</b>			
	<b>Historical</b>	<b>Accumulated</b>	<b>Net Book</b>
	<b>Cost</b>	<b>Amortization</b>	<b>Value</b>
Land	\$ 61.8	\$ -	\$ 61.8
Buildings	473.7	42.2	431.5
Properties under development	22.7	-	22.7
Equipment	85.1	54.3	30.8
Leasehold improvements and interests	26.7	6.2	20.5
	<b>\$ 670.0</b>	<b>\$ 102.7</b>	<b>\$ 567.3</b>

## **GREAT CANADIAN GAMING CORPORATION**

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#### **7. RIVER ROCK CANADA LINE PARKING GARAGE**

In 2006, the Company entered into a letter of intent with the South Coast British Columbia Transportation Authority (“TransLink”) and Canada Line Rapid Transit Inc. (“Canada Line”) to build and operate a 1,200 stall multi-level parking garage at Bridgeport Station, across from the River Rock Casino Resort (“River Rock”) in Richmond, British Columbia. On August 22, 2008, the Company entered into definitive agreements for this transaction.

Under the terms of the agreements, the Company will reserve 1,200 parking stalls for Canada Line passengers on weekdays between 5:30am and 7:00pm and 600 stalls for all other times. As compensation for the cost of providing these future parking services, TransLink has agreed to provide the Company with approximately 5 acres of land (with an estimated market value of \$17.2), 2.6 acres of which is being used for the new parking garage, and \$2.5 in cash of which \$1.5 has been received as at December 31, 2008. The Company has received legal title to approximately 3.8 acres of the land. The remaining 1.2 acres will be transferred to the Company once the sub-division has been approved by the local municipality. The Company will also receive from TransLink a \$2.0 cash payment for an option to purchase the portion of the parking garage used by the 1,200 stalls. TransLink may only exercise this option if certain events defined in the agreement occur. Examples of these include the relocation of the River Rock, or the Company failing to provide Canada Line’s passengers access to the parking stalls as set out in the agreement.

This transaction is mainly a non-monetary transaction and the consideration received from TransLink is being treated as compensation for the cost of providing future parking services to Canada Line’s passengers. Accordingly, the fair value of the land received of \$17.2 and cash of \$1.5 have been recorded as “Property, Plant and Equipment” and “Cash”, respectively, with a corresponding credit to “Deferred credits, other liabilities and non-controlling interests”. The amount recorded as a deferred credit will then be recognized on a straight-line basis in earnings starting from November 2009 for a period of 32 years. The portion of land received that is subject to TransLink’s purchase option has a cost of \$9.6 and has been recorded as a leasehold interest within “Property, Plant and Equipment” and amortized over its estimated 33-year economic useful life. The remaining \$7.6 of freehold land consideration will not be amortized.

#### **8. CHANGE IN ESTIMATE OF USEFUL LIFE OF NOVA SCOTIA ASSETS**

As a result of the Company’s continued cooperation with the Nova Scotia Gaming Corporation, the operational performance of its Nova Scotia casinos has improved since April 2008. However, since the original acquisition of this business, the operating environment in Nova Scotia has become more challenging. Unanticipated issues include the unionization of employees at the Halifax casino, the province’s weakened tourism base, and the continued negative effect of the province-wide smoking ban. Consequently, in September 2008, the Company revised the estimated remaining useful lives of its building and intangible assets associated with its Nova Scotia casinos so that they coincided with July 1, 2015, the end of the initial term of the related casino operating agreement with the NSGC, rather than July 1, 2025, the end of the Company’s optional extension term. The effect of this change in estimate is a \$4.3 increase in the annual non-cash amortization expense (\$2.8 after tax) related to these assets on a prospective basis.

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**9. INTANGIBLE ASSETS**

	December 31, 2008	December 31, 2007
Cost	\$ 216.4	\$ 215.5
Accumulated amortization	(35.9)	(24.0)
	<b>\$ 180.5</b>	<b>\$ 191.5</b>

Intangible assets amortization expense was \$11.9 (2007 - \$9.6) for the year ended December 31, 2008.

**10. GOODWILL**

	December 31, 2008	December 31, 2007
Balance, beginning of year	\$ 37.0	\$ 30.6
Additions for contingent consideration	0.6	7.6
Foreign currency translation	1.4	(1.2)
Balance, end of year	<b>\$ 39.0</b>	<b>\$ 37.0</b>

The additions to goodwill in 2008 and 2007 relate to further contingent consideration based on financial performance relating to prior years' acquisitions of subsidiaries.

**11. LONG-TERM DEBT**

	December 31, 2008	December 31, 2007
Term Loan B, net of unamortized transaction costs of \$2.5 (2007 - \$3.0)	\$ 200.6	\$ 164.1
Senior Secured Revolving Credit Facility	38.0	-
Senior Subordinated Notes and unamortized premium of \$1.6 (2007 - \$1.9) net of unamortized transaction costs of \$5.3 (2007 - \$6.2)	203.4	164.2
Obligations under capital leases and other debt	0.1	1.3
Hastings Promissory Note	-	2.9
	<b>442.1</b>	<b>332.5</b>
Less: current portion	2.1	3.1
	<b>\$ 440.0</b>	<b>\$ 329.4</b>

In September 2008, the Company repaid the Hastings Promissory Note.

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**11. LONG-TERM DEBT (Continued)**

The expected repayments of long-term debt for the five following twelve month periods ended December 31 are as follows:

2009	\$	2.1
2010		2.1
2011		2.1
2012		40.0
2013		2.0
Thereafter		400.0
Total repayments		448.3
Less: unamortized transaction costs and premium		6.2
Total long-term debt (including current portion)	\$	442.1

On February 14, 2007, the Company completed its debt refinancing. The Company's long-term debt facilities consist of (a) US\$170.0 Senior Secured Term Loan B (the "Term Loan B"), and a \$200.0 Senior Secured Revolving Credit Facility (the "Revolving Credit Facility"), secured by a common credit agreement and (b) US\$170.0 of Senior Subordinated Notes (the "Subordinated Notes"). The gross proceeds of the debt refinancing were \$401.9. The net proceeds were \$388.7 after transaction costs of \$13.2, and were used to repay and retire other debt existing at the time and provide cash for future capital expenditures and working capital purposes.

*a) Term Loan B and Revolving Credit Facility*

The Term Loan B is denominated in U.S. dollars (initial principal of US\$170.0) and bears interest at a floating rate (U.S. LIBOR plus 1.50%), payable quarterly. The Company has hedged both the currency risk and the floating interest rate risk to effectively result in a principal of \$200.8 in Canadian dollars and a fixed interest rate of 6.1% per annum (see Note 13). The Term Loan B has a term of 7 years and is repayable without premium or penalty, subject to customary costs, at any time. Principal repayments of \$0.5 in Canadian dollars are required quarterly, with the balance due at maturity on February 13, 2014.

The Revolving Credit Facility has a five-year term and expires in February 2012. The interest rate on advanced amounts and the commitment fee on the unused facility are based on the Company's Total Debt to Adjusted EBITDA ratio, which is calculated quarterly (see Note 26 (c)).

The Term Loan B and the Revolving Credit Facility are guaranteed and secured by substantially all of the assets of the Company and its subsidiaries. Both the Term Loan B and the Revolving Credit Facility require the Company to comply with operational and financial covenants (which are defined in the underlying agreements). The financial covenants which are tested quarterly are: Total Debt to Adjusted EBITDA ratio of 5.0 or less; Senior Debt to Adjusted EBITDA ratio of 3.5 or less, and Interest Coverage ratio of 2.0 or greater for the first three years following February 14, 2007 and 2.25 thereafter.

After deducting outstanding letters of credit (see Note 25 (a)) and borrowings on the Revolving Credit Facility, at December 31, 2008 the Company had \$117.1 (2007 – \$167.7) remaining credit available on the Revolving Credit Facility. The counter-parties to this facility are major financial institutions with minimum "A" credit ratings.

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**11. LONG-TERM DEBT (Continued)**

*a) Term Loan B and Revolving Credit Facility (Continued)*

Subsequent to December 31, 2008, the Company borrowed an additional \$10.0 from the Revolving Credit Facility.

*b) Subordinated Notes*

The Subordinated Notes are unsecured and guaranteed by the Company and substantially all of its subsidiaries. The Subordinated Notes are denominated in U.S. dollars (US\$170.0) and bear interest at a rate of 7.25%, payable semi-annually. The Company has hedged the currency risk to effectively result in a principal of \$201.1 in Canadian dollars at a fixed interest rate of 6.6% per annum (see Note 13). The Subordinated Notes have a term of 8 years with the principal amount of the notes repayable at maturity on February 15, 2015. There are provisions for early redemptions of the Subordinated Notes at the Company's option during defined periods prior to maturity with payment of defined premiums. On February 14, 2007 these provisions for early redemption were recorded at their fair value of \$2.1 as a derivative asset and as a premium on the Subordinated Notes (Note 13 (b)).

The Subordinated Notes require the Company to comply with operational and financial covenants. The financial covenant requires the Company to maintain a Fixed Charge Coverage Ratio, as defined in the underlying note agreement, of greater than 2.0 and is tested on the occurrence of specified events.

The Subordinated Notes have been structured so that interest payments are not subject to Canadian withholding taxes. To the extent that Canadian tax regulations change to impose a withholding tax on the interest payments, the Company has agreed to gross-up the interest payments to ensure the holder of the Subordinated Notes receives the same amount in the absence of the withholding tax, subject to certain requirements and limitations.

All the debt facilities have: (i) mandatory repayments in the case of proceeds from certain asset sales or receipt of insurance proceeds that are not re-invested by the Company within certain time limits; (ii) restrictions on certain asset sales, acquisitions, and distributions; (iii) limitations on the incurrence of additional debt or indebtedness or liens; and (iv) provisions for the Company to re-purchase and re-issue portions of the Term Loan B and/or Subordinated Notes should the holder be required to register with a gaming authority having jurisdiction over the Company and either refuses or is found to be unsuitable for registration.

The transaction costs of establishing the Term Loan B and the Subordinated Notes were \$10.5 and were recorded as a reduction of the balance of the related debt, and are expensed to interest and financing costs, net on the consolidated statements of earnings over the term of the related debt using the effective interest method. The transaction costs of establishing the Revolving Credit Facility were \$2.7 and are recorded as a component of other assets on the consolidated statements of financial position, and are expensed to interest and financing costs, net on the consolidated statements of earnings over the term of the Revolving Credit Facility.

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**11. LONG-TERM DEBT (Continued)**

*c) Interest and financing costs, net*

Interest and financing costs, net consists of:

	<b>December 31,</b>		December 31,	
	<b>2008</b>		2007	
Interest expense on long-term debt	<b>\$</b>	<b>30.7</b>	\$	31.2
Interest income		<b>(3.0)</b>		(6.4)
Interest expense, net	<b>\$</b>	<b>27.7</b>	\$	24.8

Interest costs capitalized to property, plant and equipment that was under development during the year ended December 31, 2008 totalled \$0.5 (2007 - \$nil).

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**12. CAPITAL DISCLOSURES**

The Company's capital structure comprises:

- Shareholders' equity;
- Long-term debt and related derivative liabilities;
- Cash and cash equivalents; and
- Outstanding letters of credit.

The Company's objectives are to maintain a flexible capital structure that optimizes the cost of capital at acceptable risk levels and to manage capital in a manner that balances the interests of equity and debt holders. The Company manages its capital structure in light of changes in economic conditions and the risk characteristics of the Company's operations. The Company's major capital allocation decisions include a comparison of whether the expected financial returns from those investments exceed its estimated weighted average cost of capital. The Company currently plans to use its cash and cash equivalents, cash flows from operations, and established debt facilities to finance its properties' development plans.

The Company monitors its capital structure and must comply with certain financial covenants (that are defined in the underlying debt agreements) related to its long-term debt. The Company intends to manage its capital by operating at a level that provides a conservative margin compared to the limits of its covenants.

At December 31, 2008 the Company is in compliance with its financial covenants as shown below:

<b>Covenant test</b>	<b>Related long-term debt</b>	<b>Required ratio</b>	<b>Actual ratio</b>
Total Debt to Adjusted EBITDA ratio	Term Loan B & Revolving Credit Facility	< 5.00	3.43
Senior Debt to Adjusted EBITDA ratio	Term Loan B	< 3.50	1.85
Interest Coverage ratio	Term Loan B	> 2.00	4.53
Fixed Charge Coverage ratio <sup>(1)</sup>	Subordinated Notes	> 2.00	4.42

<sup>(1)</sup> Tested on specified events.

As part of the capital structure monitoring process, the Company has independent credit ratings as follows:

	<b>Moody's</b>	<b>Standard &amp; Poor's</b>
Corporate	Ba3 Stable	BB Stable
Term Loan B and Revolving Credit Facility	Ba2	BBB-
Subordinated Notes <sup>(1)</sup>	B2	BB

<sup>(1)</sup> Standard & Poor's initial rating of the Company's Subordinated Notes was B+ as of January 19, 2007. On March 19, 2008, Standard & Poor's upgraded this rating to BB.

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**13. DERIVATIVES**

*a) Cross-currency interest rate swaps*

The Company entered into cross-currency interest rate swaps that effectively converted both the U.S. dollar floating interest rate Term Loan B and the U.S. dollar fixed interest rate Subordinated Notes into Canadian dollar fixed interest rate debt (see Note 26 (c)). As at December 31, 2008 the cross-currency interest rate swap agreements are:

Debt	Notional Principal		Interest Rate		Maturity Date
	Receive (USD)	Pay (CAD)	Receive (USD)	Pay (CAD)	
Term Loan B	\$167.0 <sup>(1)</sup>	\$197.3 <sup>(1)</sup>	US LIBOR+1.50%	6.1%	February 13, 2014
Subordinated Notes	\$170.0	\$201.1	7.25%	6.6%	February 15, 2015

<sup>(1)</sup> The Term Loan B cross-currency interest rate swap's notional principal reduces by 0.25% of the original principal of \$170.0 USD quarterly to match the scheduled principal reductions on the Term Loan B.

At December 31, 2008, the Company's swap associated with the Term Loan B was in a \$23.4 liability position (2007 - \$34.9 liability) and is recorded in derivative liabilities on the consolidated statement of financial position, and the swap associated with the Subordinated Notes was in a \$7.4 asset position (2007 - \$27.9 liability) and is recorded in other assets on the consolidated statement of financial position.

The Company has evaluated these cross-currency interest rate swaps and designated them as effective hedges of the cash flows associated with the Term Loan B and the Subordinated Notes. The Company has applied hedge accounting to these swaps as it believes hedge accounting best represents the economic substance of the underlying transactions. Accordingly, the changes in fair values of the swaps, net of income taxes, have been recorded in other comprehensive income.

The fair values of the Company's cross-currency interest rate swaps at December 31, 2008 and at December 31, 2007 were determined based on a discounted cash flow model. This model makes assumptions regarding the U.S. dollar exchange rate and discount rates, which are based on the prevailing U.S. dollar exchange rates and prevailing interest rates in Canada and the U.S. at the respective period ends.

*b) Embedded derivative*

The Company's Subordinated Notes agreement has provisions for early redemption during defined periods prior to maturity with the payment of defined premiums. On issuance of the Subordinated Notes on February 14, 2007, the \$2.1 fair value of this embedded derivative was recorded as a derivative asset in other assets and as a premium on the long-term debt on the consolidated statements of financial position. The fair value of this embedded derivative included in other assets as at December 31, 2008 was \$nil (2007 - \$1.5) and the change in the fair value of this embedded derivative was recorded in interest and financing, net on the consolidated statements of earnings. The premium is amortized over the term of the Subordinated Notes using the effective interest method.

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**14. SHARE CAPITAL AND CONTRIBUTED SURPLUS**

a) *Share capital and contributed surplus*

	Common Shares		Contributed	Share Capital
	Number <sup>(1)</sup>	Amount	Surplus	And Contributed Surplus
At December 31, 2006	86,147	\$ 321.0	\$ 14.9	\$ 335.9
Stock based compensation	-	-	7.0	7.0
Exercise of incentive stock options	942	10.0	(2.4)	7.6
Common shares purchased	(2,273)	(8.7)	(0.5)	(9.2)
At December 31, 2007	84,816	\$ 322.3	\$ 19.0	\$ 341.3
Stock based compensation	-	-	11.6	11.6
Exercise of incentive stock options	18	0.3	(0.1)	0.2
Common shares purchased	(2,748)	(10.6)	(0.8)	(11.4)
At December 31, 2008	82,086	\$ 312.0	\$ 29.7	\$ 341.7

<sup>(1)</sup> Share information is presented in thousands of common shares.

The Company is authorized to issue an unlimited number of common shares with no par value.

b) *Normal course issuer bid*

On July 23, 2007, the Company commenced a normal course issuer bid which ended on July, 22, 2008. The Company received approval from the TSX to commence another issuer bid on September 19, 2008. This bid will end on September 18, 2009 or earlier if the number of common shares sought in the issuer bid have been obtained. The Company has reserved the right to terminate the bid earlier if it feels it is appropriate to do so. Pursuant to TSX policies, daily purchases made by the Company will not exceed 65,172 common shares. The current normal course issuer bid allows the Company to purchase up to 6.2 million of its common shares representing approximately 10% of the public float of the common shares in the Company. Purchases will be by way of open market purchases through the facilities of the TSX, and conducted at the market price at the time of acquisition. All shares purchased by the Company will be subsequently cancelled.

During 2008, the Company purchased 2,747,800 common shares at a cost of \$29.2. During 2007, the Company purchased 2,273,000 common shares at a cost of \$31.3.

The Company can purchase up to an additional 5.7 million of its common shares under the issuer bid through September 18, 2009 or earlier if the number of shares sought in the issuer bid have been obtained.

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**14. SHARE CAPITAL AND CONTRIBUTED SURPLUS (Continued)**

*c) Stock Option Plan*

Under the Company's stock option plan, the maximum number of stock options reserved for issuance is limited to 10% of the common shares issued and outstanding at any given time. In addition, no one individual may receive stock options in excess of 5% of the issued and outstanding common shares of the Company. Stock options granted vest over three years and expire five years from the date of grant.

As at December 31, 2008, 3,802,315 stock options remain available for granting.

Outstanding stock options under the plan are as follows:

	2008		2007	
	Options <sup>(1)</sup>	Weighted-Average Exercise Price	Options <sup>(1)</sup>	Weighted-Average Exercise Price
Outstanding at beginning of year	6,023	\$ 12.74	5,146	\$ 12.30
Granted	2,095	13.78	1,948	11.89
Forfeited	(3,409)	14.66	(129)	16.08
Expired	(285)	11.01	-	-
Exercised	(18)	10.80	(942)	8.10
Outstanding at end of year	4,406	\$ 11.87	6,023	\$ 12.74

<sup>(1)</sup> Option information is presented as options for thousands of common shares.

Options outstanding and exercisable at December 31, 2008 are as follows:

Exercise Price	Number Outstanding <sup>(1)</sup>	Weighted-Average Remaining Contractual Life	Weighted-Average Exercise Price	Number Exercisable <sup>(1)</sup>	Weighted-Average Exercise Price
\$3.30-\$10.99	441	0.8 years	\$ 8.46	357	\$ 9.05
\$11.00-\$11.99	3,260	2.4 years	11.80	2,291	11.78
\$12.00-\$13.99	227	1.6 years	13.10	200	13.11
\$14.00-\$17.99	415	3.9 years	14.25	140	14.47
\$18.00-\$20.47	63	1.4 years	19.27	63	19.27
	4,406	2.3 years	\$ 11.87	3,051	\$ 11.82

<sup>(1)</sup> Option information is presented as options for thousands of common shares.

The fair values of stock options granted during 2008 were determined using the Black-Scholes option pricing model with the following assumptions: no dividends are to be paid; average expected volatility of 33% (2007 – 45%); average risk-free interest rate of 3.8% (2007 – 4.0%); and expected life of three years (2007 – three years). The weighted average grant-date fair value per stock option granted during 2008 was \$3.73 (2007 – \$4.08).

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**14. SHARE CAPITAL AND CONTRIBUTED SURPLUS (Continued)**

*c) Stock option plan (Continued)*

During the year ended December 31, 2008, the total compensation expense related to the fair value of stock options was \$11.6 (2007 - \$7.0). This non-cash stock-based compensation expense includes \$5.8 in non-vested compensation relating to 2.3 million voluntarily forfeited options that had a weighted-average exercise price of \$13.41.

*d) Employee share purchase plan*

Eligible employees of the Company may elect to participate in the Employee Share Purchase Plan (the "Share Purchase Plan") by contributing up to 5% of their gross pay with the Company matching 25% of the contributions. As at December 31, 2008, 659,888 (2007 – 369,677) common shares were held by employees under the Share Purchase Plan and 43% of employees participated in the Plan (2007 – 40%).

**15. REVENUES**

	<b>Twelve Months of</b>	
	<b>2008</b>	<b>2007</b>
Gross table win	\$ 231.9	\$ 243.3
Gross slot win	541.4	539.5
Gross racetrack revenues	145.4	136.5
Hospitality and other revenues	80.5	76.7
Facility Development Commission	29.4	22.9
	<b>1,028.6</b>	<b>1,018.9</b>
Less:		
Gaming, taxes and other commissions	(499.2)	(505.6)
Racetrack purses	(114.2)	(105.8)
Promotional allowances	(11.5)	(10.3)
Revenues	<b>\$ 403.7</b>	<b>\$ 397.2</b>

**16. RESTRUCTURING AND OTHER**

Restructuring and other in 2008 primarily related to severance associated with staff reductions made at the Company's Nova Scotia gaming properties and at the head office location as well as other costs associated with investigating business and acquisition opportunities. Restructuring and other expenses in 2007 primarily related to severance and lease termination costs associated with the closure of the Company's Casino on Broadway in Vancouver, B.C.

Subsequent to December 31, 2008, the Company incurred \$5.7 in restructuring charges related to severance costs associated with staff reductions at its gaming properties.

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**17. INCOME TAXES**

The Company's income tax expense is as follows:

	<b>Year Ended December 31,</b>	
	<b>2008</b>	<b>2007</b>
Current income tax expense	\$ 6.7	\$ 8.7
Future income tax expense (recovery)	1.3	(8.1)
	<b>\$ 8.0</b>	<b>\$ 0.6</b>

	<b>Year Ended December 31,</b>	
	<b>2008</b>	<b>2007</b>
Basic federal and provincial statutory income tax rate	<b>31.00%</b>	34.12%
Expected income tax provision for the period	\$ 7.1	12.9
Effect of:		
Non-deductible stock-based compensation	3.5	2.3
Changes in tax rates on future income taxes	(1.3)	(11.5)
Change in valuation allowance on future income tax assets	(1.6)	-
Tax rate differential on and adjustments related to prior years' income tax provisions	-	(3.0)
Other items	0.3	(0.1)
	<b>\$ 8.0</b>	<b>\$ 0.6</b>

Temporary differences and carry-forwards which give rise to future income tax assets and liabilities at December 31 are as follows:

	<b>2008</b>	<b>2007</b>
Future income tax asset (liability) arising from:		
Intangible assets	\$ (52.6)	\$ (56.6)
Property, plant and equipment	(29.0)	(20.2)
Deferred partnership income	(4.7)	(3.4)
Due from Nova Scotia Gaming Corporation	-	(1.4)
Debt refinancing transaction costs	0.4	1.3
Share issue costs	0.5	1.0
Deferred compensation costs	1.2	-
Former debt redemption costs	5.1	6.2
Tax loss carry-forwards	5.2	5.8
Deferred credits	5.4	-
Cross-currency interest rate swaps	8.3	(0.7)
Other	0.4	0.3
	<b>\$ (59.8)</b>	<b>\$ (67.7)</b>

Presented on the consolidated statements of financial positions as:

	<b>2008</b>	<b>2007</b>
Future income tax assets	\$ 8.6	\$ 3.4
Future income tax liabilities	(68.4)	(71.1)
Future income tax liabilities, net	<b>\$ (59.8)</b>	<b>\$ (67.7)</b>

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**17. INCOME TAXES (Continued)**

The company has non-capital loss carry-forwards for tax purposes of approximately \$17.7 (2007 - \$17.4) available to reduce future years' income for tax purposes. These losses will expire as follows:

2010	\$	0.1
2013 - 2014		2.5
2025 - 2028		15.1
	\$	<b>17.7</b>

**18. EARNINGS PER COMMON SHARE**

The following table sets forth the computation of basic and diluted earnings per common share:

	Year Ended December 31,	
	2008	2007
Net earnings (A)	\$13.5	\$ 35.8
Weighted average number of common shares outstanding (B) <sup>(1)</sup>	83,069	86,227
Dilutive adjustment for stock options <sup>(1)</sup>	27	415
Diluted weighted-average number of common shares (C) <sup>(1)</sup>	83,096	86,642
Earnings per common share		
Basic (A/B)	\$0.16	\$ 0.42
Diluted (A/C)	\$0.16	\$ 0.41

<sup>(1)</sup> Share information is presented in thousands of common shares.

The following table summarizes the outstanding stock options that are not included in the above calculation because their exercise prices are above the average market price of the Company's common shares for the period:

	Year Ended December 31,	
	2008	2007
Options <sup>(1)</sup>	4,406	4,493

<sup>(1)</sup> Information is presented in thousands.

**19. CHANGES IN NON-CASH OPERATING WORKING CAPITAL**

	December 31,	December 31,
	2008	2007
Accounts receivable	\$ (1.1)	\$ -
Income taxes receivable or payable	(3.7)	13.5
Prepays, deposits and other assets	3.8	(0.5)
Accounts payable and accrued liabilities	(8.6)	7.2
	\$ (9.6)	\$ 20.2

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**20. SEGMENTED INFORMATION**

The Company and its subsidiaries operate in one industry segment, the gaming industry. The Company conducts business in two geographic segments: Canada and the United States ("US"). Revenues and assets attributable to each geographic segment as at or for the year ended December 31 are as follows:

	2008			2007		
	Canada	US	Total	Canada	US	Total
Revenues	\$ 378.3	\$ 25.4	\$ 403.7	\$ 370.6	\$ 26.6	\$ 397.2
Property, plant and equipment	685.8	18.2	704.0	553.3	14.0	567.3
Goodwill	30.9	8.1	39.0	30.4	6.6	37.0
Total assets	984.8	39.2	1,024.0	924.2	33.2	957.4

**21. RELATED PARTY TRANSACTIONS**

Included in human resources expense for the year-ended December 31, 2008 is \$0.8 in costs associated with dealer training services provided by a company controlled by a director of the Company (2007 - \$0.9).

**22. FACILITY DEVELOPMENT COMMISSION APPROVED AMOUNTS**

The following table summarizes the changes in the Company's Approved Amounts to be recovered by future FDC receipts from BCLC:

	2008	2007
Opening Approved Amounts at January 1,	\$ 342.3	\$ 350.4
Approved Amounts	44.4	14.8
FDC receipts	(29.4)	(22.9)
Closing Approved Amounts at December 31,	\$ 357.3	\$ 342.3

Approved Amounts have not been recorded in the consolidated statements of financial position. Since FDC is earned as a fixed percentage of gaming win, subject to the Company incurring sufficient Approved Amounts, recovery of Approved Amounts requires that the operating agreements with BCLC remain in good standing and the generation of sufficient gaming win.

**23. EMPLOYEE FUTURE BENEFITS**

The Company maintains a defined contribution pension plan for its Canadian employees. Under this plan, eligible employees contribute a minimum of 2% to a maximum of 15% of their base salary. The Company makes contributions representing 2% of eligible employees' base pay. Contributions made by the Company during the year ended December 31, 2008 totalled \$1.8 (2007 - \$1.6).

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**24. ACQUISITION**

In January 2008, the Company purchased the assets and undertakings of Ridge Meadows Bingo Association for cash consideration of \$1.0, of which \$0.9 was attributed to the value of the bingo operating service agreement with BCLC. The acquired assets include the Haney Bingo Plex, a 525-seat bingo gaming hall located in downtown Maple Ridge, 45 kilometres east of Vancouver. The agreement also provides for potential additional future consideration of up to \$1.3 over ten years if BCLC and the District of Maple Ridge approve the upgrade of this facility into a Community Gaming Centre and once slot machines are installed.

**25. CONTINGENCIES AND LITIGATION**

*a) Letters of credit*

As at December 31, 2008, letters of credit in the amount of \$44.9 (2007 - \$32.3) were outstanding as security in connection with gaming cash floats and construction projects.

*b) Contingent payments on acquisition*

As part of certain acquisition agreements including those entered into on the acquisition of Bear Mountain Community Gaming Centre (now "Chances Dawson Creek") and Haney Bingo Plex, the Company has agreed to make future contingent payments dependent on operations at these locations. Contingent payments related to Chances Dawson Creek are based on a percentage of the gross slot revenues over a specified minimum level for the first three years following the relocation to the new facility in July 2006. Contingent payments related to Haney Bingo Plex are described in Note 24.

Such payments would be treated as additional costs of the acquisition and recorded as goodwill (Note 10).

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**25. CONTINGENCIES AND LITIGATION (Continued)**

*c) Litigation*

In 2005, as part of the acquisition of Georgian Downs, the Company entered into an agreement that provided a consultant a deemed contribution for a notional equity interest in Georgian Downs as consideration for certain consulting services for its operations in the Province of Ontario. The notional equity interest entitled the consultant to future remuneration depending on the operating results of Georgian Downs provided that certain services were performed. The consultant had an option to sell his notional equity interest in Georgian Downs to the Company for consideration calculated using a predefined formula based on Georgian Down's operating results for the twelve month period preceding the option's exercise. The Company had a call option to purchase the consultant's notional equity interest from June 2012 for consideration calculated using the same predefined formula. On July 30, 2007, the Company terminated the agreement and tendered the sum of \$1.6 being the full amount that the Company determined to be validly due and payable to the consultant. The consultant and the Company have significantly different views as to the consultant's monetary entitlement under the agreement. The consultant filed an application in the Ontario Superior Court of Justice that disputes the validity of the termination of the agreement. The Company also filed a suit in the Ontario Superior Court of Justice seeking a declaration that the agreement has been properly terminated by the Company. Management believes that the Company has acted appropriately with respect to both the termination and the tendering of payment to the consultant and intends to vigorously defend its position. On January 9, 2009, the Ontario Superior Court of Justice (Commercial List) granted an Endorsement which ordered that the consultant's application be converted into an action and be consolidated with the Company's action. At this stage, liability or quantum with respect to this litigation cannot be reasonably determined.

The Company is involved in various other disputes, claims and litigation. Management believes the amount of the ultimate liability for these will not materially affect the financial position of the Company.

*d) Guarantees and indemnifications*

The Company may provide guarantees and indemnifications in conjunction with transactions in the normal course of operations. These are recorded as liabilities when reasonable estimates of the obligations can be made. Guarantees and indemnifications that the Company has provided include obligations to indemnify:

- i. directors and officers of the Company and its subsidiaries for potential liability while acting as a director or officer of the Company, together with various expenses associated with defending and settling such suits or actions due to association with the Company, the risk of which is mitigated by the Company's directors' and officers' liability insurance;
- ii. certain vendors of acquired companies or property for obligations that may or may not have been known at the date of the transaction;
- iii. certain financial institutions for costs that they may incur as a result of representations made in debt and equity offering documents; and
- iv. lessors of leased properties for personal injury claims that may arise at the facilities the Company operates.

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**26. FINANCIAL INSTRUMENTS**

The Company's financial instruments and the types of risks to which their carrying values are exposed are as follows:

Financial instrument	Risks			
	Credit	Liquidity	Market risks	
			Interest rate	Currency
Measured at amortized cost:				
Cash equivalents	x			x
Accounts receivable	x			x
Due from Nova Scotia Gaming Corporation	x			
Accounts payable and accrued liabilities		x		x
Long-term debt		x		x
Measured at fair value:				
Cash	x			x
Restricted cash	x			
Cross-currency interest rate swaps (included in Derivative liabilities)	x	x	x	x

(a) *Credit risk*

Credit risk is the risk that a party to one of the Company's financial instruments will cause a financial loss to the Company by failing to discharge an obligation. The carrying values of the Company's financial assets, which represent the maximum exposure to credit risk, are as follows:

	December 31, 2008
Cash in banks	\$ 28.5
Cash equivalents	6.5
Restricted cash	10.6
Accounts receivable	14.2
Due from Nova Scotia Gaming Corporation	3.7
	<b>\$ 63.5</b>

*Cash in banks, cash equivalents and restricted cash:* Credit risk associated with these assets is minimized substantially by ensuring that these financial assets are placed in the debt instruments of Canadian and U.S. federal governments and well-capitalized financial institutions.

*Accounts receivable and Due from Nova Scotia Gaming Corporation:* Credit risk associated with these assets is minimized due to their nature. The majority of these receivable balances are due from sales tax rebates from the federal and provincial governments, the Nova Scotia Gaming Corporation (a branch of that province's government) and other provincial gaming corporations, racetrack operators, and financial institutions. The provision for doubtful accounts receivable is estimated based on an assessment of individual accounts and the length of time balances have been outstanding. As at December 31, 2008 the provision for doubtful accounts receivable totaled \$0.7 (2007 - \$0.7)

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**26. FINANCIAL INSTRUMENTS (Continued)**

(a) *Credit risk (Continued)*

*Cross-currency interest rate swaps:* At December 31, 2008, the Company's swap associated with the Term Loan B was in a \$23.4 liability position and the swap associated with the Subordinated Notes was in a \$7.4 asset position. The credit risk associated with these cross-currency interest rate swap agreements is mitigated since the counterparties to these swaps are Canadian chartered banks with minimum "A" credit ratings.

(b) *Liquidity risk*

Liquidity risk is the risk that the Company will encounter difficulty in meeting obligations associated with its financial liabilities. The Company manages liquidity risk by monitoring its capital structure (see Note 12), regularly monitoring forecast and actual cash flows, managing the maturity profiles of financial assets and financial liabilities and maintaining credit capacity within the Revolving Credit Facility (see Note 11). The Company expects the following maturities of its financial liabilities (including interest) and operating leases and contracts:

**Expected payments by period as at December 31, 2008**

	Within 1 year	2 - 3 years	4 - 5 years	More than 5 years	Total
Accounts payable and accrued liabilities	\$ 74.8	-	-	-	\$ 74.8
Payments related to cross-currency interest rate swaps	27.7	54.9	54.5	411.6	548.7
Receipts related to cross-currency interest rate swaps	(24.8)	(49.4)	(49.2)	(424.9)	(548.3)
Term Loan B and Subordinated Notes	24.8	49.4	49.2	424.9	548.3
Revolving Credit Facility	1.6	3.2	38.5	-	43.3
Operating leases and contracts	7.7	12.1	7.0	6.0	32.8
<b>Total</b>	<b>\$ 111.8</b>	<b>\$ 70.2</b>	<b>\$ 100.0</b>	<b>\$ 417.6</b>	<b>\$ 699.6</b>

The expected payments related to the cross-currency interest rate swaps (see Note 13) represent the Canadian dollar fixed interest and principal payments required under these contracts.

The expected receipts related to the cross-currency interest rate swaps represent the U.S. dollar interest and principal payments due on the Term Loan B and Subordinated Notes, converted to Canadian dollars at the December 31, 2008 foreign currency exchange rate.

The Term Loan B and the Subordinated Notes (see Note 11) amounts represent interest and principal payments, converted to Canadian dollars at the December 31, 2008 foreign currency exchange rate. Similarly, as the Term Loan B bears interest at a floating rate (U.S. LIBOR plus 1.50%), the interest rate applicable at December 31, 2008 of 3.68% has been applied to all future periods in the above table. The Subordinated Notes bear interest at a fixed rate of 7.25%.

The Revolving Credit Facility amounts represent expected interest and principal payments of the Company's borrowings at December 31, 2008. The interest rates applicable on the Company's borrowings under the Revolving Credit Facility at December 31, 2008 to the various drawings, which range between 3.43% and 4.52%, have been applied to all future periods in the above table.

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**26. FINANCIAL INSTRUMENTS (Continued)**

*(b) Liquidity risk (Continued)*

Operating leases and contracts include property leases for the Company's head office, a ground lease with the City of Surrey, BC for Fraser Downs, a ground lease with the City of Sydney, NS for Casino Nova Scotia Sydney, an operating agreement with the City of Vancouver, BC for Hastings Racecourse and commitments to NSGC to fund responsible gaming programs.

The Company believes that it will not encounter difficulty in meeting the obligations associated with its financial liabilities and further believes that if necessary, it would be able to access the capital markets for additional financial resources at prevailing market rates.

*(c) Market risk*

Market risk is the risk that fair value or future cash flows of a financial instrument will fluctuate because of changes in interest rates and/or foreign currency exchange rates. With the exception of its cross-currency interest rate swaps, the carrying amounts of the Company's financial instruments are not subject to interest rate risk. The following table sets out a sensitivity analysis of the effect on the carrying amount of the Company's financial instruments (with the exceptions of its long-term debt and cross-currency interest rate swaps described below) that are subject to foreign currency risk by applying reasonably possible changes in foreign currency rates relative to the Company's functional currency, the Canadian dollar:

	Carrying amount December 31, 2008	Foreign Currency Risk <sup>(1)</sup>			
		-25%		+25%	
		Net earnings	OCI <sup>(2)</sup>	Net earnings	OCI <sup>(2)</sup>
<b>Financial Assets</b>					
Cash	\$ 37.1	\$ (0.4)	\$ (1.4)	\$ 0.4	\$ 1.4
Cash equivalents	6.5	-	(1.6)	-	1.6
Accounts receivable	14.2	(0.2)	-	0.2	-
<b>Financial Liabilities</b>					
Accounts payable and accrued liabilities	74.8	0.6	0.7	(0.6)	(0.7)
<b>Total (decrease) increase</b>		<b>\$ -</b>	<b>\$ (2.3)</b>	<b>\$ -</b>	<b>\$ 2.3</b>

<sup>(1)</sup>Displayed is the effect on the Company's U.S. dollar denominated financial assets and liabilities if the value of the U.S.

<sup>(2)</sup>OCI - "Other Comprehensive Income".

*Long-term debt and cross-currency interest rate swaps*

The Company is required to make payments on the Term Loan B and Subordinated Notes in U.S. dollars. The Company has mitigated its exposure to fluctuations in interest rates and foreign currency rates related to its U.S. dollar denominated debt. The Company entered into a series of cross-currency interest rate swaps that effectively converted both the U.S. dollar floating interest rate Term Loan B and the U.S. dollar fixed interest rate Subordinated Notes into Canadian dollar fixed interest rate debt (see Notes 11 and 13). The fair values of the U.S. dollar denominated debt and related cross-currency interest rate swap derivatives fluctuate with changes in market interest rates and foreign exchange rates, but their respective future cash flows do not fluctuate. Consequently, absent early redemption at the Company's option, the market risks of the U.S. dollar denominated debt and cross-currency interest rate swaps are effectively eliminated.

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**26. FINANCIAL INSTRUMENTS (Continued)**

(c) *Market risk (Continued)*

*Revolving Credit Facility*

The Revolving Credit Facility has interest rates on advanced amounts and a commitment fee on the unused facility that are based on the Total Debt to Adjusted EBITDA ratio (defined in the underlying debt agreement) which is calculated quarterly. The following table summarizes the interest rate and commitment fee on the Revolving Credit Facility that apply, depending on the Company's quarterly Total Debt to Adjusted EBITDA ratio calculated for the most recent trailing twelve months:

Total Debt / Adjusted EBITDA	Margin on Bankers' Acceptances or Eurodollar Rate Advances & Letters of Credit	Margin on Canadian Prime Rate or U.S. Base Rate Advances	Commitment Fee
>= 4.50	2.25%	1.00%	0.50%
4.00 to < 4.50	1.88%	0.63%	0.40%
3.50 to < 4.00	1.63%	0.38%	0.35%
3.00 to < 3.50	1.38%	0.13%	0.30%
2.50 to < 3.00	1.13%	0.00%	0.25%
2.00 to < 2.50	0.88%	0.00%	0.20%
< 2.00	0.75%	0.00%	0.18%

(d) *Fair values*

The fair values of cash and cash equivalents, restricted cash, accounts receivable, due from Nova Scotia Gaming Corporation, accounts payable and accrued liabilities and cross-currency interest rate swaps approximate their carrying values.

The fair values of the Company's long-term debt instruments total \$332.0 as at December 31, 2008 and are estimated based on quoted market prices for the same or similar issues or on the current rates offered to the Company for debt of the same maturity.

The fair values of the Company's cross-currency interest rate swaps at December 31, 2008, were determined based on a discounted cash flow model. This model makes assumptions regarding the U.S. dollar exchange rate and discount rates, which are based on the prevailing U.S. dollar exchange rates and prevailing interest rates in Canada and the U.S. at December 31, 2008.

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**27. DIFFERENCES BETWEEN CANADIAN AND UNITED STATES GENERALLY ACCEPTED ACCOUNTING PRINCIPLES**

The Company's consolidated financial statements have been prepared in accordance with Canadian generally accepted accounting principles ("Canadian GAAP"), which differ from those principles that the Company would have followed had its consolidated financial statements been prepared in accordance with generally accepted accounting principles in the United States ("U.S. GAAP").

Material variations between financial statement items under Canadian GAAP and the amounts determined under U.S. GAAP are presented in the following reconciliation, which was prepared to comply with the requirements of Item 17 of Form 20-F of the United States Securities and Exchange Commission. There are no material variations that affect the consolidated statements of earnings or consolidated statements of cash flows for the years ended December 31, 2008 and 2007. The material variations which affect the consolidated statements of financial position are as follows:

As at December 31, 2008	Notes			
	Under CDN			Under U.S.
	GAAP	a	b	GAAP
	\$	\$	\$	\$
<b>ASSETS</b>				
<b>CURRENT</b>				
Cash and cash equivalents	43.6	-	-	43.6
Restricted cash	10.6	-	-	10.6
Accounts receivable	14.2	-	-	14.2
Income taxes receivable	1.1	-	-	1.1
Due from Nova Scotia Gaming Corporation	3.7	-	-	3.7
Prepays, deposits and other assets	9.1	-	-	9.1
	82.3	-	-	82.3
Property, plant and equipment	704.0	-	-	704.0
Intangible assets	180.5	-	-	180.5
Goodwill	39.0	-	-	39.0
Future income taxes	8.6	-	-	8.6
Other assets	9.6	-	-	9.6
	1,024.0	-	-	1,024.0
<b>LIABILITIES</b>				
<b>CURRENT</b>				
Accounts payable and accrued liabilities	74.8	-	-	74.8
Income taxes payable	-	-	-	-
Long-term debt, deferred credit and other liabilities, current	2.3	-	-	2.3
	77.1	-	-	77.1
Long-term debt	440.0	-	-	440.0
Derivative liabilities	23.4	-	-	23.4
Deferred credit, other liabilities and non-controlling interests	22.4	-	-	22.4
Future income taxes	68.4	-	-	68.4
	631.3	-	-	631.3
<b>SHAREHOLDERS' EQUITY</b>				
Share capital and contributed surplus	341.7	(12.5)	-	329.2
Accumulated other comprehensive loss	(22.7)	-	(2.0)	(24.7)
Retained earnings	73.7	12.5	2.0	88.2
	392.7	-	-	392.7
	1,024.0	-	-	1,024.0

See accompanying notes.

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**27. DIFFERENCES BETWEEN CANADIAN AND UNITED STATES GENERALLY ACCEPTED ACCOUNTING PRINCIPLES (Continued)**

CONSOLIDATED STATEMENT OF FINANCIAL POSITION (expressed in millions of Canadian dollars) As at December 31, 2007	Notes			U.S. GAAP
	Under CDN GAAP	a	b	
	\$	\$	\$	\$
<b>ASSETS</b>				
<b>CURRENT</b>				
Cash and cash equivalents	107.1	-	-	107.1
Restricted cash	3.6	-	-	3.6
Accounts receivable	13.3	-	-	13.3
Income taxes receivable	-	-	-	-
Due from Nova Scotia Gaming Corporation, current	17.2	-	-	17.2
Prepays, deposits, and other assets	12.0	-	-	12.0
	153.2	-	-	153.2
Property, plant and equipment	567.3	-	-	567.3
Intangible assets	191.5	-	-	191.5
Goodwill	37.0	-	-	37.0
Future income taxes	3.4	-	-	3.4
Other assets	5.0	-	-	5.0
	957.4	-	-	957.4
<b>LIABILITIES</b>				
<b>CURRENT</b>				
Accounts payable and accrued liabilities	69.5	-	-	69.5
Income taxes payable	3.6	-	-	3.6
Long-term debt, deferred credit and other liabilities, current	8.8	-	-	8.8
	81.9	-	-	81.9
Long-term debt	329.4	-	-	329.4
Derivative liabilities	62.8	-	-	62.8
Deferred credit, other liabilities and non-controlling interests	2.0	-	-	2.0
Future income taxes	71.1	-	-	71.1
	547.2	-	-	547.2
<b>SHAREHOLDERS' EQUITY</b>				
Share capital and contributed surplus	341.3	(12.5)	-	328.8
Accumulated other comprehensive loss	(9.1)	-	(2.0)	(11.1)
Retained earnings	78.0	12.5	2.0	92.5
	410.2	-	-	410.2
	957.4	-	-	957.4

See accompanying notes.

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**27. DIFFERENCES BETWEEN CANADIAN AND UNITED STATES GENERALLY ACCEPTED ACCOUNTING PRINCIPLES (Continued)**

**Notes to the Reconciliation Between Canadian and U.S. GAAP as at and for the Years Ended December 31, 2007 and 2008**

a) Stock-based compensation

Prior to 2006, under Canadian GAAP, the Company applied the fair value method of accounting for all stock option awards, recognizing compensation expense that was recorded as a charge against earnings. Under U.S. GAAP, these awards are accounted for under the recognition and measurement provisions of APB No. 25, "Accounting for Stock Issued to Employees" (APB 25), and its related interpretations. Effective January 1, 2006, the Company adopted SFAS No. 123 (Revised 2004), "Share-Based Payment" ("SFAS No. 123(R)"), using the modified-prospective application transition method. Results for prior periods have not been restated. Because the fair value recognition provisions of SFAS No. 123, "Stock-Based Compensation", and SFAS No. 123(R) were materially consistent under the Company's equity plans, the adoption of SFAS No. 123(R) did not have a significant impact on the financial position or results of operations of the Company. Prior to the Company's adoption of SFAS No. 123(R), benefits of tax deductions in excess of recognized compensation costs were reported as operating cash flow.

b) Foreign exchange loss

Under Canadian GAAP, a proportionate amount of the cumulative foreign currency translation account is recognized in net income on a partial realization or disposition of an investment in a self-sustaining foreign subsidiary. Under U.S. GAAP such recognition occurs only when there has been a substantially complete realization of the investment.

***Recent accounting pronouncements***

In December 2007, the FASB revised Statement of Financial Accounting Standards No. 141, "Business Combinations" (SFAS 141). This Statement has been slightly modified in order to converge the standard with International Financial Reporting Standard 3 "Business Combinations". SFAS 141 applies prospectively to business combinations for which the acquisition date is on or after the beginning of the first annual reporting period beginning on or after December 15, 2008. The Company expects that adoption of SFAS 141 will not have a material impact on its consolidated financial statements.

In December 2007, the FASB issued Statement of Financial Accounting Standards No. 160, "Non-controlling Interests in Consolidated Financial Statements – an amendment of ARB No.51" (SFAS 160). This Statement clarifies that non-controlling interests should be reported as equity in the consolidated financial statements. SFAS 160 is effective for reporting periods beginning on or after December 15, 2008. The Company is assessing the impact SFAS 160 will have on its consolidated financial statements.

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**27. DIFFERENCES BETWEEN CANADIAN AND UNITED STATES GENERALLY ACCEPTED ACCOUNTING PRINCIPLES (Continued)**

***Recent accounting pronouncements (Continued)***

In March 2008, the FASB issued Statement of Financial Accounting Standards No. 161, "Disclosures about Derivative Instruments and Hedging Activities – an amendment of FASB Statement No. 133" (SFAS 161). This statement requires enhanced disclosures of derivative instruments and hedging activities and brings US GAAP closer to International Financial Reporting Standard 7 "Financial Instruments: Disclosures". SFAS 161 is effective for fiscal years beginning after November 15, 2008. The Company expects that adoption of SFAS 161 will not have a material impact on its consolidated financial statements.

In May 2008, the FASB issued Statement of Financial Accounting Standards No. 162, "Hierarchy of Generally Accepted Principles" (SFAS 162). This statement clarifies and identifies the sources of accounting principles and the framework for selecting accounting principles to be used in the preparation of financial statements. This standard does not change US reporting practice and is intended for clarification only. SFAS 162 is effective 60 days following the Security and Exchange Commission's approval, which is pending. The Company expects that adoption of SFAS 162 will not have a material impact on its consolidated financial statements.