



**NOTICE OF ANNUAL MEETING OF SHAREHOLDERS
GAMING INNOVATION GROUP INC. ('GiG' or 'Company')
8359 Stringfellow Rd, St. James City, Florida 33956, USA**

The shareholders of Gaming Innovation Group Inc. are hereby invited to the Annual Meeting of Shareholders (AGM) to be held on 20 May 2021 at 10:00 local time at 7A Posthuset, meeting room no. 208, Vasagatan 28, Stockholm, Sweden.

Proposed Agenda

The Board of Directors propose that the Annual Meeting of Shareholders conducts the following business:

1. Opening of the Meeting
2. Election of Chairman of the Meeting **Resolution (a)**
3. Presentation and approval of the Agenda
4. Election of two persons to certify and sign the minutes
5. Establishment that the Meeting has been duly convened

Ordinary business

6. To consider and approve the Company's financial statements for the year ended 31 December 2020 **Resolution (b)**
7. To determine the number of Board members **Resolution (c)**
8. To elect Board members: **Resolution (d)**
 - a. To re-elect Petter Nylander as Chairman of the Board
 - b. To re-elect Henrik Persson Ekdahl as Director of the Board
 - c. To re-elect Helge Nielsen as Director of the Board
 - d. To re-elect Nicolas Adlercreutz as Director of the Board
 - e. To re-elect Kjetil Garstad as Director of the Board
 - f. To elect Kathryn Moore Baker as Director of the Board
9. To determine the Board members' remuneration **Resolution (e)**
10. Resolution regarding the principles for appointment of the Nomination Committee **Resolution (f)**
11. To reappoint REID CPAs LLP as auditors of the Company and to authorise the Board of Directors to determine their remuneration **Resolution (g)**



- 12.** To consider and approve an amendment to the Company's Amended and Restated Certificate of Incorporation authorizing an increase in the number of shares of stock which the Company is authorized to issue from one hundred million (100,000,000) to one hundred and ten million (110,000,000) **Resolution (h)**
- 13.** To consider and approve to give the Board of Directors authority to buy back already issued and outstanding shares in the Company and to dispose of such shares, all on such terms as the Board of Directors may deem fit, provided the Company's total holding of its own shares may not exceed 10% of the outstanding share capital of the Company at any time. The authority resolved by this resolution shall expire on the date of the 2022 Annual Meeting of Shareholders **Resolution (i)**
- 14.** Closing of the Annual Meeting of Shareholders 2021.

The Company's share register is with the Norwegian VPS system. Only holders of Common Stock of GiG as registered in the VPS register, either directly or through nominee or custody accounts including Euroclear Sweden, are entitled to notice of and to vote at this meeting and any adjournments of this meeting. As of the date of this Notice, the Company has issued 90,075,626 shares, and in the Annual Meeting of Shareholders, each share carries one vote. Holders of Common Stock of GiG as registered in the VPS register as of the close of business on 22 April 2021 are entitled to notice of this meeting and any adjournments of this meeting. Beginning ten (10) days prior to the meeting, a list of shareholders will be available for examination during regular business hours, by any shareholder, or the shareholder's attorney agent, at the Company's principal place of business.

For shareholders not attending the Annual Meeting of Shareholders, a Form of Proxy is enclosed. In such case, shareholders are encouraged to complete, sign and return the Proxy as indicated on the Proxy.

By order of the Board of Directors, Petter Nylander, Chairman, 22 April 2021