

Dear Shareholder

19 November 2018

Invitation to the Special Meeting of Shareholders – 11 December 2018

We would like to invite you to a Special Meeting of Shareholders in Gaming Innovation Group Inc. The meeting will take place at the Company's office at Fridtjof Nansens plass 6, 0160 Oslo, Norway on 11 December 2018 at 11:00 a.m. local time.

The formal Notice for the meeting is enclosed, and the agenda will be:

1. Welcome
2. Presentation of the business of the meeting
3. Voting on the issues specified in the Notice

The meeting is called to elect a new board of directors, to authorize the board of directors to prepare for and apply for listing of the Company's shares on Nasdaq Stockholm, to approve a reversed 10 to 1 split of the Company's shares, to increase the number of authorized shares to 100,000,000 and to amend the Company's Certificate of Incorporation to reflect the reversed split and the new number of authorized shares.

The rationale for a listing on Nasdaq Stockholm is that Stockholm is considered the hub and center of excellence for the iGaming industry with a number of publicly traded iGaming companies. A listing on Nasdaq Stockholm would put the Company closer to its peer group and will provide better conditions for increasing awareness of the Company and strengthen its brand, and the Board of Directors expects this to have a positive impact on the interest and liquidity in the GiG share over time. The listing on Nasdaq Stockholm is currently expected to be completed during the first quarter next year.

The Company's share is currently trading around NOK 2.50, and the Board of Directors believes that it would be better for the trading in the share to have a higher nomination of the share price to avoid possible trading effects that can occur with potentially large volatility to the share price (penny stock effects). Thus, the Board of Directors proposes to the shareholder meeting to approve a reversed 10 to 1 split of the Company's shares.

As a Delaware, US corporation, GiG has a number of authorized shares that are approved by the shareholders, and the Board of Directors has the authority to issue shares within this limit. The Board of Directors proposes to the Special Meeting of Shareholders to increase the number of authorized shares from 95,000,000 (950,000,000 before the proposed reversed split) to 100,000,000. 89,565,627 shares will be outstanding after the proposed reversed split (91,296,623 including exercised and outstanding options), resulting in 8,703,373 shares available (9.7%). The Board of Directors is of the opinion that this will provide sufficient flexibility regarding potential acquisitions and that it is in the Company's interest to increase the number of authorized shares as proposed by the Board of Directors.

The following documents are enclosed with this invitation:

- Notice of Special Meeting of Shareholders, 11 December 2018
- Proxy for the Special Meeting of Shareholders
- A copy of the proposal from the Company's nomination committee

We kindly ask you to let us know if you will attend the Special Meeting of Shareholders, please send an email to ir@gig.com. If you have any questions or comments, please do not hesitate to contact us at tel. +47 91 668 678.

Please also read and send in your proxy as soon as possible to: DNB Bank ASA, Verdipapirservice, P.O. Box 1600 Sentrum, 0021 Oslo, Norway or email: vote@dnb.no.

Yours sincerely,



Helge Nielsen
Chairman



NOTICE OF SPECIAL MEETING OF SHAREHOLDERS

GAMING INNOVATION GROUP INC.
(“GiG” or the “Company”)
8359 Stringfellow Rd, St. James City, Florida 33956, USA

A Special Meeting of Shareholders of Gaming Innovation Group Inc. will be held at 11:00 a.m. local time, 11 December 2018 at the Company’s office at Fridtjof Nansens plass 6, 0160 Oslo, Norway.

The Board of Directors asks you to attend the meeting for the following purpose:

1. BOARD OF DIRECTORS

To consider and elect a new Board of Directors. A proposal from the Nomination Committee is attached. The Board of Directors recommends that the Meeting of Shareholders elect the new Board of Directors as recommended by the Nomination Committee.

2. LISTING AT NASDAQ STOCKHOLM

To consider and approve that the Board of Directors is authorized to (i) make the necessary preparations and apply for listing of all or a part of the Company’s shares on Nasdaq Stockholm and to take all necessary steps to complete such listing and (ii) de-list the Company’s shares from Oslo Børs in whole or in part or, at the Board of Directors’ decision, maintain listing of the Company’s shares on both Oslo Børs and on Nasdaq Stockholm (dual listing).

3. REVERSED 10-FOR-1 STOCK SPLIT

To consider and approve an amendment to the Company’s Amended and Restated Certificate of Incorporation authorizing (i) a change in the par value per share of the Company’s Common Stock from ten cents (USD 0.10) to one dollar (USD 1.00), (ii) a reverse 10-for-1 stock split of the Company’s Common Stock, pursuant to which each ten (10) shares of Common Stock outstanding shall be reclassified and combined into one (1) share of Common Stock (with fractional shares being rounded down to the nearest whole number, and surplus shares will be sold in the market and proceeds paid to shareholders having fractions being rounded down upon request from such shareholders only) and (iii) due to the reverse 10-for-1 stock split, decrease the number of shares of stock which the Company is authorized to issue from nine hundred and fifty million (950,000,000) to ninety five million (95,000,000).

4. AUTHORIZED SHARE CAPITAL

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 ninety five million (95,000,000) to one hundred million (100,000,000).

For the avoidance of any misunderstanding, the result of proposal 3 and 4, if approved, will be that the Company will have 100,000,000 shares authorized with a par value of one dollar (USD 1.00). The current outstanding shares will be consolidated so that for every 10 shares currently held will be converted to one new share. Therefore, the total number of outstanding shares (currently 895,656,266) will be reduced to 89,565,627.

Only holders of Common Stock of GiG as registered in the VPS register as of the close of business on 19 November 2018 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 895,656,266 shares, and in the Special Meeting of Shareholders, each share has one vote. Beginning ten (10) days prior to the meeting, a list of shareholders entitled to vote as of the close of business on 19 November 2018 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 the shareholders who are unable to attend the Special Meeting of Shareholders, we have enclosed a Proxy. In such case, we encourage you to complete, sign and return the Proxy as indicated on the Proxy.

By the order of the Board of Directors, Helge Nielsen, Chairman, 19 November 2018



Gaming Innovation Group Inc. - Proxy for Special Meeting of Shareholders

The undersigned shareholder of Gaming Innovation Group Inc. ("GiG" or "the Company") hereby appoints _____ (if left blank, the chairman of the meeting) with full power of substitution, as attorney and proxy of the undersigned to appear at the Special Meeting of Shareholders of GiG to be held at the Company's office at Fridtjof Nansens plass 6, 0160 Oslo, Norway, on 11 December 2018, at 11:00 a.m. and at any and all adjournments thereof, and to act at such meeting for the undersigned and vote all _____ (if left blank, all my shares) shares of common stock of GIG owned by the undersigned, with all the power the undersigned would possess if personally present at the meeting, as follows:

Please make your votes as in this example. If not marked, you vote For all proposals.

<u>Proposal*</u>	<u>For</u>	<u>Against</u>	<u>Abstain</u>
1. To elect the persons proposed by the Company as the new Board of Directors.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Petter Nylander	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Robert Buren	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Paul Fischbein	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Frode Fagerli	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Helge Nielsen	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Henrik Persson Ekdahl	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
To approve the remuneration to the Board of Directors as proposed by the Nomination Committee	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. To consider and approve that the Board of Directors is authorized to (i) make the necessary preparations and apply for listing of all or a part of the Company's shares on Nasdaq Stockholm (main list) and to take all necessary steps to complete such listing and (ii) de-list the Company's shares from Oslo Børs in whole or in part and, at the Board of Directors' decision, maintain listing of the Company's shares on both Oslo Børs and on Nasdaq Stockholm (dual listing).	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. To consider and approve an amendment to the Company's Amended and Restated Certificate of Incorporation authorizing (i) a change in the par value per share of the Company's Common Stock from ten cents (USD 0.10) to one dollar (USD 1.00), (ii) a reverse 10-for-1 stock split of the Company's Common Stock, pursuant to which each ten (10) shares of Common Stock outstanding shall be reclassified and combined into one (1) share of Common Stock (with fractional shares being rounded down to the nearest whole number, and surplus shares will be sold in the market and proceeds paid to shareholders having fractions being rounded down upon request from such shareholders only) and (iii) a reverse 10-for-1 stock split, decreasing the number of shares of stock which the Company is authorized to issue from nine hundred and fifty million (950,000,000) to ninety five million (95,000,000).	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. To consider and approve an amendment to the Company's Amended and Restated Certificate of Incorporation authorizing to increase the number of shares of stock which the Corporation is authorized to issue from ninety five million (95,000,000) to one hundred million (100,000,000).	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

*If a is not placed in one of the empty boxes for any proposal, it will be considered a vote For that proposal.

The undersigned shareholder may revoke this proxy at any time before the votes are cast by delivering to the Secretary of the Company either a written revocation of the proxy or a duly executed proxy bearing a later date, or by appearing at the Special Meeting and voting in person. This Proxy shall expire immediately following the end of the Special Meeting of Shareholders of GIG and any adjournments thereof, but not later than one year from the date hereof. The undersigned shareholder hereby acknowledges receipt of the Notice of the Special Meeting of Shareholders.

PLEASE MARK, SIGN, DATE AND RETURN THIS PROXY PROMPTLY. If you receive and hold more than one proxy, please sign and send in your proxy as soon as possible to DNB Bank ASA Verdipapirservice, P.O. Box 1600 Sentrum, 0021 Oslo, Norway or email: vote@dnb.no.

This Proxy is solicited on behalf of the Board of Directors

DATED: _____

Registered holder / Name in block letters

Signature

Signatory / Full Name in block letters

When signing as executor, administrator, trustee, guardian, attorney-in-fact or other fiduciary, please give title as such.
When signing as corporation, please sign in full corporate name by President or other authorized officers. If you sign for a partnership, please sign in partnership name by an authorized person.

We request you to return proxy prior to 10 December 2018

Gaming Innovation Group Inc.

Nomination Committee proposes new Board Members

The Nomination Committee of Gaming Innovation Group Inc. ("GiG" or the "Company") consists of Mikael Riese Harstad (Chairman of the Nomination Committee, representing Optimizer Invest Ltd), Kjetil Garstad (representing Stenshagen Invest AS) and Kjetil Aasen (representing Bryggen Holding AS).

The Nomination Committee has held frequent meetings and conducted several interviews with both existing and potential board members and the CEO of GiG in order to fulfil the requirements posed on it. The Nomination Committee notes that although the current Board of Directors functions well and its work has been satisfactory, certain changes to the Board of Directors are nevertheless recommended. Such changes are suggested both due to personal choices of individual members and also in order to strengthen the expertise and competence of the Board of Directors at GiG. The Company's plan to list its shares on Nasdaq Stockholm has also been taken into consideration. The Nomination Committee considers that the proposed Board of Directors has an appropriate composition in relation to the Company's operation, phase of development and other relevant circumstances pertaining to the Company. The Nomination Committee also considers the proposed Board of Directors has an adequate diversity and breadth of competence, experience and background.

PROPOSALS FROM THE NOMINATION COMMITTEE:

1. Number of Members of the Board of Directors

The Nomination Committee proposes a total of six (6) members of the Board of Directors.

2. Members of the Board of Directors

The current Board of Directors comprises of: Helge Nielsen, Morten Soltveit, Andre Lavold and Henrik Persson Ekdahl. For the period until the next Annual General Meeting 2019, the Nomination Committee proposes that:

- (i) Henrik Persson Ekdahl and Helge Nielsen to be re-elected as Members of the Board;
- (ii) the following four (4) new members, Petter Nylander, Robert Buren, Paul Fischbein and Frode Fagerli, to be elected as new Members of the Board;
- (iii) Petter Nylander to be elected as the new Chairman of the Board of Directors; and
- (iv) Morten Soltveit and Andre Lavold to not be re-elected as Members of the Board

3. New board members

Petter Nylander (1964), Swedish citizen

Petter has a long and successful career within iGaming and media enterprises. Starting his career in MTG, Petter held various management positions such as CEO of Unibet (now Kindred Group) (Nasdaq OMX), CEO of TV3 Scandinavia and CEO of OMD Sweden (part of Omnicom Group). Petter has also held positions of trust such as Chairman of the Board of G5 Entertainment AB (Nasdaq OMX) and board member of Besedo and Cint AB. Petter will bring unparalleled industry knowledge as well as great experience within corporate governance and Swedish Code of Conduct. Petter has a Masters Degree in Business and Economics from the University of Stockholm, Sweden.

Robert Buren (1970), Swedish citizen

Robert has a strong technical background and experience. He has held positions such as CTO of Unibet, CIO at SBAB Bank and CIO at Bisnode. He has also held several positions of trusts such as board member of Cygni, Bredband2, Eaton Gate Gaming Ltd and Verkkokauppa.com Oyj. Robert is expected to bring and contribute with great industry knowledge and technical competence to the Board of Directors of GiG. Robert has attended the Master of Science in Computer Science and Technology in both the Royal Institute of Technology and the University of Luleå, Sweden.

Paul Fischbein (1973), Swedish citizen

Paul is a well-renowned entrepreneur and business leader. Besides founding a successful e-commerce business such as Tretti.se, he has held positions including CEO of Qliro Group (Nasdaq OMX), Chairman of Nelly.com, Chairman of the Investment Advisory Committee of EQT Ventures and Chairman of Barnebys. Paul will contribute with experience and expertise in management and development of a tech driven online businesses; both on a strategic and an operational level. Paul has a Master's Degree in Business and Economics from both the University of Lund, Sweden and from London School of Economics, UK.

Frode Fagerli (1970), Norwegian citizen

Frode is one of the founders of GiG and has an insightful and well-established knowledge about the Company and its various business verticals. He is a respected and well-known industry expert within iGaming in general. Besides co-founding the Company, Frode has launched various successful iGaming businesses and he is the founder, owner and organiser of the Norwegian Poker Championship. Fagerli owns 4.0% in GiG.

All board members will be independent of the management team. Henrik Persson Ekdahl own 43.75% in Optimizer Invest Ltd. which in turn owns 11.5% in GiG. Helge Nielsen controls indirectly approx. 8.3% in Bryggen Holding AS, which owns 13.2% in GiG and does not have a controlling interest in Bryggen Holding AS. Petter Nylander, Robert Buren, Paul Fischbein and Frode Fagerli are independent of GiG's large shareholders.

4. Remuneration to the Board of Directors

The remuneration is proposed to be increased to reflect levels of compensation for companies listed on Nasdaq Stockholm. The remuneration of the Chairman of the Board of Directors is proposed at EUR 85,000 per annum, the remuneration to the other members of the Board of Directors is proposed at EUR 40,000 per annum each. The total remuneration for the Board of Directors is proposed at EUR 285,000 per annum.

The Nomination Committee proposes the remuneration to the Audit Committee and the Remuneration Committee, shall be paid in accordance with the following: (i) Audit Committee Chairman: EUR 10,000; (ii) Audit Committee members: EUR 5,000; (iii) Remuneration Committee Chairman: EUR 5,000; and (iv) Remuneration Committee member: EUR 2,500.

19 November 2018