

**GAMING INNOVATION GROUP INC.  
MINUTES OF THE ANNUAL MEETING OF SHAREHOLDERS**

**MAY 10, 2016**

Pursuant to notice duly given, the annual meeting of the shareholders of Gaming Innovation Group Inc., a Delaware corporation (the "Corporation") was held at 09:00 local time, May 10, 2016 at Felix Konferansesenter, Bryggetorget 3, 0125 Oslo, Norway.

Mr. Helge Nielsen, Chairman, welcomed the shareholders and provided information on the agenda of the meeting. There were no objections to the calling of the meeting or the agenda, and Mr. Nielsen was elected as chairman of the meeting.

Mr. Tore Formo was present as inspector of elections to oversee the votes cast at the meeting. Mr. Formo certified that the following voting shares were present:

Total Shares Outstanding	525,120,952
Total Shares Entitled to Vote	524,705,952
Total Shares Present or Represented by Proxy	271,877,384
Percentage of Shares Entitled to Vote	51.82 %

Mr. Nielsen opened the meeting, and Mr. Ben Clemes was appointed to co-sign the minutes with the chairman of the meeting.

Upon motions duly made, the following resolutions were passed by a majority of the shareholders:

**I. To consider and approve the financial statements for the year ended December 31, 2015**

**RESOLVED**, that the Corporation's financial statements for the year ended December 31, 2015 were approved.

Mr. Formo certified that the votes were cast as follows:

	Number of Shares	Percentage of Present Shares
For:	271,877,384	51.82 %
Against:	0	0.00 %
Abstain:	0	0.00 %

**II. To consider and elect the Board of Directors**

**RESOLVED**, that the Board of Directors were elected as follows:

Mr. Helge Nielsen  
Mr. Jon B. Skabo  
Mr. Morten Soltveit  
Mr. Kjetil Myrliid Aasen

Mr. Formo certified that the votes were cast as follows:

	Number of Shares	Percentage of Present Shares
For:	271,877,384	51.82 %
Against:	0	0.00 %
Abstain:	0	0.00 %

**III. To consider and determine the remuneration of the board of directors**

**RESOLVED**, that the Shareholder meeting approved to remunerate the board of directors for the period from May 2015 through April 2016 with NOK 225,000 to the Chairman and NOK 112,500 to each of the directors, and for the period from May 2016 through April 2017 with NOK 400,000 to the Chairman and NOK 200,000 to each of the directors. In addition, travel and subsistence expenses shall be paid against invoices.

Mr. Formo certified that the votes were cast as follows:

	Number of Shares	Percentage of Present Shares
For:	271,877,384	51.82 %
Against:	0	0.00 %
Abstain:	0	0.00 %

**IV. General Matters**

There were no other matters or other businesses that have come properly before the meeting or any adjournments of the meeting.

There being no further business to come before the meeting, it was, by motion duly made and seconded, adjourned around 09:30.

Helge Nielsen  
/sign/

Ben Clemes  
/sign/

I hereby certify that the number of shares represented at the meeting and the count of the votes and ballots set forth above, are true and correct.

Tore Formo  
Inspector of Elections  
/sign/