

Dear Shareholder

Invitation to the Annual Meeting of Shareholders 22 May 2019

Gaming Innovation Group Inc. ('GiG') would like to invite its shareholders to the Annual Meeting of Shareholders. The meeting will take place at T-House Stureplan, room Christofer Columbus, Engelbrektsplan 1, Stockholm, Sweden on 22 May 2019 at 13:00 local time.

The formal Notice for the meeting is enclosed with the following agenda:

1. Presentation of the business of the meeting
2. The CEO's presentation
3. Voting on the resolutions specified in the Notice

The meeting is called to approve the financial statements for the year ended 31 December 2018, to elect the Board of Directors, elect the Nomination Committee, to consider and approve the remuneration to the Board of Directors and the auditor, to consider and approve the 2019 Share Option Plan and to approve an authority to the Board of Directors to buy back shares.

The following documents are enclosed in this invitation:

- Notice of Annual Meeting of Shareholders 22 May 2019
- Proxy form for the Annual Meeting of Shareholders
- The 2018 Annual Report is available in pdf on the Company's website www.gig.com

We kindly ask shareholders to notify their attendance by 16:00 on 15 May 2019 as per the details stated in the Notice. Shareholders who are unable to attend the Annual Meeting of Shareholders in person, can attend by proxy by completing and signing the proxy form and returning it to reach the relevant addressee no later than by 12:00 on Tuesday 16 May 2019. Further details in the Notice, please note there are different addressees depending on the shares being registered in Norway or in Sweden.

Right to attendance and voting

Shareholders of GiG who wish to attend and vote at the Annual Meeting of Shareholders must:

- (i) be registered in the VPS register in Norway or in the Euroclear Sweden AB register depending on where the shares are held, no later than on Wednesday 15 May 2019. This date of registration also applies to shareholders with shares registered in nominee accounts with Euroclear Sweden AB, who must contact their custodian bank or broker well in time to have their shares temporarily re-registered in their own name in order to participate in the AGM.

- (ii) notify their attendance in writing no later than by 16:00 on Monday 15 May 2019. Notification shall include the shareholder's name, address, personal or corporate identity number and registered shareholding. Address for shareholders with shares registered in Norway: vote@dnb.no or by mail to DNB Bank ASA, Verdipapirservice, P.O. Box 1600 Sentrum, 0021 Oslo, Norway. Address for shareholders with shares registered in Sweden: GiG Årsstämman, c/o Euroclear Sweden AB, Box 191, 101 23 Stockholm, Sweden. Shareholders may also notify GiG of their attendance by mail to: agm@gig.com.
- (iii) shareholders who are unable to attend the AGM in person, can attend by proxy by completing and signing the proxy form, returning it by mail to reach the relevant addressee no later than by 12:00 on Tuesday 16 May 2019. Address for shareholders with shares registered in Norway: DNB Bank ASA, Verdipapirservice, P.O. Box 1600 Sentrum, 0021 Oslo, Norway or by email: vote@dnb.no. Address for shareholders with shares registered in Sweden: GiG Årsstämman, c/o Euroclear Sweden AB, Box 191, 101 23 Stockholm, Sweden, telephone number for queries: +46 8 402 92 23. Proxy forms are available in the Notice on the website www.gig.com, www.gig.com/ir/corporate-governance. The 2018 Annual Report is available in pdf on the Company's website www.gig.com.

Yours sincerely,



Petter Nylander
Chairman



**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. (GiG) are hereby invited to the Annual Meeting of Shareholders (AGM) to be held on 22 May 2019 at 13:00 local time at T-House Stureplan, room Christofer Columbus, Engelbrektsplan 1, Stockholm, Sweden.

Proposed Agenda

The Board of Directors propose that the AGM 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
6. The CEO's presentation

Ordinary business

7. To consider and approve the Company's financial statements for the year ended 31 December 2018 **Resolution (b)**
8. To determine the number of Board members **Resolution (c)**
9. To re-elect Board members: **Resolution (d)**
 - a. To re-elect Petter Nylander as Chairman of the Board
 - b. To re-elect Robert Burén as Director of the Board
 - c. To re-elect Frode Fagerli as Director of the Board
 - d. To re-elect Paul Fischbein as Director of the Board
 - e. To re-elect Helge Nielsen as Director of the Board
 - f. To re-elect Henrik Persson Ekdahl as Director of the Board
10. To determine the Board members' remuneration **Resolution (e)**
11. Resolution regarding the appointment of the Nomination Committee **Resolution (f)**
12. To reappoint Israeloff Trattner & Co. PC as auditors of the Company and to authorise the Board of Directors to determine their remuneration
13. To approve the proposed 2019 Share Option Plan for managers and key employees, where the Board of Directors are authorised for a period of three (3) years to issue options to be allotted with Common shares in the Company having a nominal value of USD 1.00 up to a total of 5% of the issued Common Shares of the Company from time to time **Resolution (g)**

- 14.** 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 2020 Annual Meeting of Shareholders. **Resolution (h)**
- 15.** Closing of the Annual Meeting of Shareholders 2019

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 90,005,626 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 24 April 2019 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 unable to attend 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, 24 April 2019

Information on resolutions related to agenda items

(a) Agenda item 2

The Nomination Committee ('the Committee') proposes that the Chairman of the Board, Petter Nylander, is appointed as Chairman of the AGM.

(b) Agenda item 7

The Annual Report 2018 was finalised and signed on 12 April 2019 and reflects events to that date.

(c) Agenda item 8

The Nomination Committee proposes a Board of Directors consisting of six members.

(d) Agenda item 9

The Nomination Committee proposes re-election of existing Board of Directors. The Nomination Committee has strived to compose a Board with wide-ranging experience and background and believe the proposed candidates complement the Company perfectly.

(e) Agenda item 10

The Nomination Committee proposes a total remuneration maximum of EUR 285,000 per annum, to be paid to Directors elected at the AGM. 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 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

(f) Agenda item 11

The Nomination Committee proposes that the AGM resolves the following principles for the composition of the Committee:

The Nominating Committee shall consist of representatives of not less than three and not more than four members, of which one shall be the Chairman of the Board of Directors. The members shall represent all shareholders and be appointed by the three largest shareholders at 31 August 2019 having expressed their willingness to participate in the Committee. The names of the members of the Nomination Committee shall be announced no later than the date of the publication of the Company's interim report for the third quarter 2019. The members of the Nomination Committee shall appoint the chairman of the Committee where the Chairman of the Board cannot be appointed as the chairman of the Nomination Committee. No remuneration will be paid to the members of the Nomination Committee.

Should any of the three largest shareholders waive their right to appoint a representative, or resign from the Nomination Committee, or when members of the Committee representing shareholders who are no longer among the three largest shareholders resign, the opportunity to appoint a member of the Committee shall thereafter be passed on in order of the largest shareholding.

The Nomination Committee shall make proposals on the following agenda points at the Annual Meeting of Shareholders:

- (i) A proposal on the Chairman of the meeting
- (ii) A proposal on the composition of the Board of Directors

- (iii) A proposal on the Chairman of the Board
- (iv) A proposal on fees for the board directors and for the Chairman of the Board
- (v) A proposal on remuneration for work in board committees
- (vi) A proposal on auditors
- (vii) A proposal on fees for the Company's auditors
- (viii) A proposal on the composition of the Nomination Committee

The Annual Meeting of Shareholders on 23 May 2018 elected the following members to the Nomination Committee based on their shareholdings in May 2018: Mr Kjetil Myrliid Aasen, a shareholder in and representative of Bryggen Holding AS, the Company's largest shareholder (13.1%), Mr Mikael Riese Harstad, a shareholder in and representative of the investment company Optimizer Invest Ltd., the Company's second largest shareholder (10.0%) and Mr Kjetil Andreas Garstad, representing Stenshagen Invest AS (1.7%).

(g) Agenda item 13

The Board proposes the establishment of a three (3) year share option plan to provide continuing share incentives for managers and key staff of the Company, both existing and yet-to-be recruited (the "2019 Share Option Plan").

The intention of the 2019 Share Option Plan is that GiG will have the opportunity to give awards to employees, with the initial focus on employees who are senior staff, not part of existing option scheme, key employees and new recruits as part of a balanced overall package.

The options will have a three (3) year vesting period from grant and will vest with 20% after one year, 30% after two years and 50% after three years. The options will expire six (6) years after grant.

Up to 5% of issued share capital will be available for the new share option plan.

It is proposed that the options are issued with an exercise price of minimum 20% above the average share price in the 10 working days prior to the grant of the options.

(h) Agenda item 14

The Board proposes that the AGM gives 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. 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 Company can buy back its own shares except when the capital of the Company is impaired or when such purchase would cause the impairment of the capital of the Company.

The maximum number of shares that may be so acquired is 9,000,000, and the minimum and maximum price that may be paid for the shares is SEK 1.00 and SEK 30.00 per share. Acquisition of own shares may take place on one or more occasions by trading on the regulated market places NASDAQ Stockholm and Oslo Børs during the period until the end of next Annual Meeting of Shareholders.

The Board's proposal for authorisation is intended to provide the board with greater possibilities to adapt the capital structure of the Company to the capital requirement from time to time and thus be able to contribute to increased shareholder value. In addition, the authorisation is intended to enable the Board to transfer shares in connection with acquisitions of companies through payment in the form of the Company's own shares. The intention of the authorisation does not allow the Company to trade in its own shares with the intention of generating short-term profits.

Gaming Innovation Group Inc.
Proxy for Annual Meeting of Shareholders 2019

The undersigned shareholder of Gaming Innovation Group Inc. ("GiG" or "the Corporation") 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 GiG's Annual Meeting of Shareholders, held on 22 May 2019 at 13:00 local time at T-House Stureplan, room Christofer Columbus, Engelbrektsplan 1, Stockholm, Sweden 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>
7. To consider and approve the Company's financial statements for the year ended 31 December 2018	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8. To determine the number of Board member as proposed in the notice	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
9. a) To re-elect Petter Nylander as Chairman of the Board	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
b) To re-elect Robert Burén as Director of the Board	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
c) To re-elect Paul Fischbein as Director of the Board	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
d) To re-elect Frode Fagerli as Director of the Board	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
e) To re-elect Helge Nielsen as Director of the Board	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
f) To re-elect Henrik Persson Ekdahl as Director of the Board	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
10. To approve the Board members' remuneration as proposed in the notice	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
11. To approve the procedure of appointment of the Nomination Committee as proposed in the notice	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
12. To reappoint Israeloff Trattner & Co. P.C. as auditors of the Company and to authorise the Board of Directors to determine their remuneration	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
13. To approve the proposed 2019 Share Option Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
14. To approve giving the Board authority to buy back shares as proposed in the notice	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
15. To vote and otherwise represent the undersigned on any other matter that may properly come before the meeting or any adjournment or postponement thereof in the discretion of the proxy	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

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

The undersigned shareholder may revoke this proxy at any time before the votes are cast by delivering to the Secretary of the Corporation 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 Annual 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 Annual Meeting of Shareholders.

PLEASE MARK, SIGN, DATE AND RETURN THIS PROXY PROMPTLY TO REACH THE ADDRESSEE NO LATER THAN 12:00 ON THURSDAY 16 MAY. For shareholders with shares registered with the VPS in Norway, please send proxy to DNB Bank ASA Verdipapirservise, P.O. Box 1600 Sentrum, 0021 Oslo, Norway or email: vote@dnb.no. For shareholders with shares registered with Euroclear Sweden AB, please send proxy to: GiG Årsstämma, c/o Euroclear Sweden AB, Box 191, 101 23 Stockholm, Sweden, telephone number for queries: +46 8 402 92 23.

Please note that to be considered a valid vote, shares must be registered with the VPS in Norway or with Euroclear Sweden AB no later than Wednesday 15 May.

This Proxy is solicited on behalf of the Board of Directors

Date: _____

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 authorised officers. If you sign for a partnership, please sign in partnership name by an authorised person.