

COMPANIES ACT, 1995

MALTA

CERTIFICATE OF REGISTRATION LIMITED LIABILITY COMPANY

(PURSUANT TO SECTION 77)

Zecure Gaming Ltd

Name of Company

GB Building Penthouse Suite, Third Floor, Water Street, Ta' Xbiex, XBX 1301, Malta

Registered Office

C 69036

Registration Number

This is to certify that the above-mentioned Company
has been registered by the Registrar of Companies as a
Limited Liability Company on the

13th February 2015

Date of Registration



Joseph Farrugia

f/ Registrar of Companies

Dated this **13th** day of **February** 20 **15**

RE-SUBMITTED

06 SEP 2018

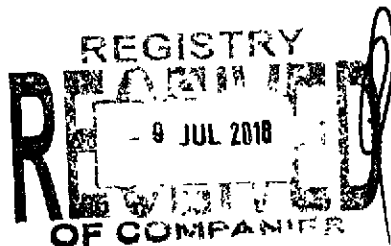
REGISTRY

MEMORANDUM OF ASSOCIATION

OF

ZECURE GAMING LTD

IN ACCORDANCE WITH THE COMPANIES ACT 1995



NAME

- 1 The name of the Company **Zecure Gaming Ltd.**

STATUS

- 2 The Company is registered as a private limited liability company.

REGISTERED OFFICE

3. The registered office of the Company shall be situated **@GiG Beach, Triq id-Dragunara, St. Julians, STJ 3148, Malta** or at any other address in Malta as the Board of Directors may determine from time to time

COMPANY OBJECTS

4. (a) To provide marketing, promotional, advertising and client procurement services, whether on a commission basis or otherwise through a white label product, in particular but not restricted to, other companies engaged in the business of internet gambling, gaming and betting in whatever form online activities and services irrespective of whether these companies are situated in Malta or not
- (b) To take property on lease, to transfer any such property or right of lease and to grant rights over property acquired by the Company.
- (c) To own, acquire, transfer, assign, grant rights over, hold, develop, manage and administer in the most ample manner movable and immovable property situated outside Malta, including shares, stock, debentures, monies and other assets;
- (d) To work, improve, manage, develop, exchange, hypothecate, charge, pledge, sell, dispose of, turn into account, grant options, rights and privileges over or otherwise deal with any assets of the Company,
- (e) To invest the Company's moneys in such manner as the Company may determine from time to time
- (f) To borrow and raise money in such manner as the Company shall deem fit and in particular by the issue of bonds, debentures and debenture stock, and to secure the repayment of any money borrowed or raised or the performance of any obligation undertaken by the Company, by granting hypothecs, privileges, guarantees, pledges

and other similar charges over its assets, present and future, including its uncalled capital,

- (g) To guarantee, even by hypothecating the Company's property or granting security rights thereupon, the payment of any monies, or the honouring of any debentures, debenture stock, bonds, mortgages, charges, obligations, interests, dividends and any other securities issued* granted or entered into, or the performance of any contracts or engagements entered into, by any associated company or any other entity or person, with or to any other company, entity or person, and to give indemnities and guarantees of any kind,
- (h) To act as surety for and/or to guarantee the payment of monies or the performance of any contract or obligation of any third party even by the hypothecation of the Company's property or the granting of security rights thereupon, present or future;
- (i) To enter into any arrangements with Governmental authorities and agencies, companies and persons, and to obtain rights, contracts, options, licences and permits from the said authorities, agencies companies and persons,
- (j) To employ and dismiss employees, agents, contractors, and sub-contractors engaged for the purposes of the Company's operations,
- (k) To carry on any other business whatsoever which can be carried on in connection with the main business of the Company,
- (l) To carry out such activities as may be ancillary or as may be necessary or desirable to achieve the above objects

Nothing in the foregoing shall be construed as empowering or enabling the company to carry out any activity which requires a licence or other authorisation under any law in force in Malta without such a licence or other appropriate authorisation from the relevant competent authority and the provisions of Article 77(3) of the Companies Act shall apply

CAPITAL

- 5 (a) The Authorised Share Capital of the Company is one thousand two hundred euro (€ 1,200) divided into one thousand one hundred and ninety nine (1,199) Ordinary "A" Shares and one (1) Ordinary "B" Share, all with a nominal value of one euro (€ 1.00) each share
- (b) The Issued Share Capital of the Company one thousand two hundred euro (€ 1,200) divided into one thousand one hundred and ninety nine (1,199) Ordinary "A" Shares and one (1) Ordinary "B" Share, all with a nominal value of one euro (€ 1.00) and which have been subscribed for and allotted. 100%, as follows –

- i. **Gaming Innovation Group P.L.C.**
(Company Registration Number C 44319)
@GiG Beach
Triq id-Dragunara
St. Julians
STJ 3148
Malta

1,199 Ordinary 'A' Shares
- ii. **Mr. Robin Eirik Reed**
(Maltese ID Card Number: 60726A)
Fort Cambridge Tower West 3, Apartment 502, Triq Tigne', Sliema, Malta

1 Ordinary "B" Share

CLASS RIGHTS

6. (a) All Ordinary "A" shares in the Company shall have the right to vote and to receive dividends or distribution of assets on winding up. The shares in this class may be pledged by the holder or holders thereof.

(b) All Ordinary "B" shares the Company shall not have the right to vote and shall not have the right to receive dividends or distribution of assets on winding up. The shares in this class may be pledged by the holder or holders thereof

LIMITED LIABILITY

7. The member's liability is limited to the amount, if any, unpaid on the shares held respectively by each of them.

DIRECTORS

8. (a) The management and administration of the Company is entrusted to a Board of Directors which shall consist of not less than one (1) and not more than five (5) directors

(b) The directors of the Company shall be elected or appointed until death or until such time as they resign or are removed from office by the shareholders in general meeting

(c) The current director of the Company is detailed hereunder:

Mr Robin Erik Reed, having ID Card Number: 60726A, and residing at Fort Cambridge, Tower West 3, Apartment 502, Tigne Street, Sliema, Malta.

COMPANY SECRETARY

9 The company secretary of the Company is Mr. Jan Mikael Angman, having Swedish Passport Number 91820584 and residing at Preti Court, T9B5, TP01, Sliema, Malta

REPRESENTATION

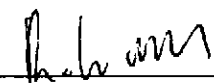
- 10 (a) Deeds of whatever nature engaging the Company and all other documents purporting to bind the Company shall be signed, executed, drawn, accepted and endorsed, as the case may be, on behalf of the Company, by any director
- (b) Any director may represent the Company in Judicial proceedings provided that no proceedings may be Instituted by the Company without the Board's authority
- (c) Without prejudice to the rights and powers conferred upon the Board of Directors in terms of law or by virtue of any of the provisions contained in the foregoing clauses and for the purposes of incorporation only, the company secretary of the Company is authorised to sign any memoranda and articles of association or any similar deeds of incorporation of any subsidiary company to which the Company may subscribe as a shareholder

DURATION

11 The Company is constituted for an indefinite period of time.



Robin Erik Reed
f/Gaming Innovation Group P.L.C.
Co Reg. No C 44319
Holder of 1,199 Ordinary 'A' Shares



Robin Erik Reed
Holder of 1 Ordinary 'B' Share

Date: 4th July 2018

ARTICLES OF ASSOCIATION

PRELIMINARY

- 1 The Regulations contained in Part I of the First Schedule (hereinafter referred to as "the First Schedule") to the Companies Act (hereinafter referred to as "the Act") shall apply to the Company save in so far as they are excluded or varied hereby
2. The Company is a private company and Part II of the First Schedule shall also apply to the Company with the exception of Regulations 1 and 3 thereof

SHARE CAPITAL AND SHARES

- 3 (1) The shares in the original or any increased capital may be divided into several classes and there may be attached thereto respectively any preferential, deferred or other special rights, privileges, conditions or restrictions, whether in regard to voting, dividend, return of capital or otherwise as the Company in General Meeting may from time to time determine by an extraordinary resolution carried in accordance with these Articles.

(2) The Company may, by an extraordinary resolution of the Company in General Meeting carried in accordance with these Articles, and subject to the approval of a simple majority of the holders of the issued shares of that class and of any other class affected thereby, authorise the change of any shares in the Company from one class of shares to another, or the variation of the rights attached to any class of shares in the Company, as well as authorise the removal, whether wholly or in part, of the division of the shares of the Company into several classes

(3) Regulations 1 to 3 of Part I of the First Schedule shall not apply to the Company
- 4 Any unissued shares of the Company shall be at the disposal of the General Meeting which may by an extraordinary resolution carried in accordance with these Articles allot, grant options over or otherwise dispose of them to such persons, at such time and for such consideration and upon such terms and conditions as may be determined thereby
- 5 (a) All Ordinary "A" shares in the Company shall have the right to vote and to receive dividends or distribution of assets on winding up the shares in this class may be pledged by the holder or holders thereof.

(b) All Ordinary "B" shares in the Company shall not have the right to vote and shall not have the right to receive dividends or distribution of assets on winding up. The shares in this class may however, be pledged by the holder or holders thereof.
- 6 Where a shareholder is an unemancipated minor, bankrupt, interdicted or otherwise incapacitated, the rights of that shareholder shall vest in and be exercised by his tutor, curator or other legal representative
- 7 Where two or more persons hold one or more shares in the Company jointly, they shall be treated as a single member, and the name of only one of such persons shall be entered in the register of members. Such person shall be elected by the joint

holders and shall for all intents and purposes be deemed vis-à-vis the Company to be the member of the Company in respect of all the shares so held.

TRANSFER AND TRANSMISSION OF SHARES

8. (1) Shares may be freely transferred "inter vivos" only as follows
- (i) in favour of any other holder of shares in the Company; and
 - (ii) in favour of any person or persons as may be approved by an extraordinary resolution of the Company taken at a General Meeting.
- (2) In all other cases, shares shall be transferred "inter vivos" in accordance with the following procedures:
- (i) If the holder of any shares (hereinafter referred to as "the transferring member") wishes to transfer his shares or any of them, he shall notify the Board by notice in writing (referred to as a "transfer notice") to the effect that he wishes to transfer the said shares.
 - (ii) The said transfer notice shall specify the number of shares which the transferring member wishes to transfer and the sum estimated by the transferring member to be the value of each such share. The transferring member shall not be entitled to revoke a transfer notice without the consent in writing of the Board
 - (iii) The receipt by the Board of a transfer notice shall be deemed for all intents and purposes to constitute the Board agent for the sale of the said shares at a fair value which shall be ascertained as follows
 - (a) If the Board shall approve the value estimated by the transferring member as the value of the shares, that sum shall be the fair value
 - (b) If the Board, at their discretion, shall not approve the value estimated by the transferring member, they shall immediately request the Auditor of the Company to make, in writing, a valuation of the current value of the said shares, and the value thus fixed by the Auditor shall be the fair value, which value shall be final and binding and not subject to appeal
 - (c) If for any reason the Auditor shall refuse to, or for any other reason shall not make the said valuation, the Board shall request any other person whom they think fit to make the said valuation in the same manner as described in sub-paragraph (b) of this paragraph, and the value fixed by this person shall be the fair value, which value shall also be final and binding and not subject to appeal
 - (iv) When the fair value of the shares to be transferred shall have been determined in the manner described in paragraph (iii) hereof, the Board shall cause a notice in writing to be sent to the transferring member informing him of the fair value of the shares, and shall also cause notice to be sent to every holder of shares in the Company of the same category as those which are to be transferred, stating the number and the fair value of the shares, and shall therein invite each such holder of shares to give notice

- in writing within thirty (30) days whether he is willing to purchase any, and if so what maximum number of the said shares
- (v) At the expiration of the said thirty (30) days, the Board shall allocate the said shares to or amongst the holders of shares in the Company who shall have expressed their willingness to purchase in proportion to their holding of such shares in the Company
 - (vi) The transferring member shall complete and execute transfers of the said shares in accordance with the allocation by the Board, in exchange for the consideration determined as above, and shall surrender to the Board his share certificate
 - (vii) If the Board shall be unable to find a purchaser for all or any of the shares which the transferring member wishes to transfer amongst the holders of shares in the Company, the Board shall notify the transferring member accordingly who may then transfer the said shares to any person and at any price as may be agreed between the transferring member and the said person.
9. Shares may be freely transmitted "causa mortis" only in the following cases
- (i) In favour of any other shareholder,
 - (ii) In favour of any other person or persons as may be approved by an extraordinary resolution of the Company taken at a General Meeting.
10. (1) Transmissions of shares "causa mortis" not falling under Article 9 shall be regulated "mutatis mutandis" in the manner set out in Article 8 hereof as if the shares which cannot be freely transmitted were shares which cannot be freely transferred
- (2) Shares subject to a transmission "causa mortis" falling under paragraph 1 hereof shall not have the right to vote until they are registered in the name of other shareholders or of the beneficiaries.
11. Notwithstanding anything to the contrary, where shares are registered in the name of a person, the benefits, rights and other advantages from the ownership thereof shall, unless or until otherwise determined by agreement or Court Judgement, continue to be vested in and enjoyed by the said person although such ownership may be affected by the transmission happening on the death of his or her spouse
12. No part of a share may form the object of a transfer or a transmission.
13. Regulations 14, 17 to 21 (both inclusive) of Part I of the First Schedule shall not apply to the Company

PLEDGING OF SHARES AND OTHER SECURITIES

14. All shares and other securities in the Company may be pledged by their holder in favour of any person as security for any obligations in the manner and to the extent provided for in section 122 of the Act, by which section the manner of pledging of securities in the Company is to be governed

GENERAL MEETINGS

- 15 No business shall be transacted at any General Meeting of the Company unless a quorum is present at the time when the meeting proceeds to business. One or more members, present in person or by proxy, having the right to attend and vote at the Meeting and holding in the aggregate at least fifty-one per cent (51%) in nominal value of all the shares conferring that right shall be a quorum.
- 16 An ordinary resolution shall be deemed to have been validly carried only if consented to by a member or members having the right to attend and vote at the Meeting and holding in the aggregate at least fifty-one per cent (51%) in nominal value of all the shares conferring that right.
- 17 (1) An extraordinary resolution can only be taken at a meeting of the Company of which notice specifying the intention to propose the text of the resolution as an extraordinary resolution and the principal purpose thereof has been duly given.
- (2) An extraordinary resolution shall be required for the following -
- (i) alterations and/or amendments to the Memorandum and Articles of Association, except for the alteration of the registered address of the Company;
 - (ii) dissolution of the Company,
 - (iii) wherever so required in terms of these Articles
- (3) All resolutions other than those listed in paragraph 2 shall be ordinary resolutions.
- (4) An extraordinary resolution shall be deemed to have been validly carried only if consented to by a number of members having the right to attend and vote at the Meeting and holding sixty-six per cent (66%) in nominal value of all the shares conferring that right
- 18 A resolution in writing signed by all the members for the time being entitled to receive notice of and to attend and vote at the General Meetings shall be as valid and effective as if the same had been passed at a General Meeting of the Company duly convened and held and the provisions of article 155 of the Act shall not apply. Annual General Meetings of the Company may be held in accordance with this Article, provided that a resolution in writing as aforesaid shall be void if it purports to remove a director or an auditor before the expiration of his term of office, or otherwise purports to deprive the auditors of the right granted to them by virtue of article 155 of the Act.
19. (1) The provisions of Articles 14 to 18 (both inclusive) shall apply 'mutatis mutandis', as applicable, to meetings of the holders of each class of shares in the Company
- (2) Regulation 36 of Part I of the First Schedule shall not apply to the Company. Regulation 48 of Part I of the First Schedule shall be read and construed as if the words "not less than twenty four hours", wherever they occur, were omitted

DIRECTORS

20. The Directors may elect a chairman of their meetings and determine the period for which he is to hold office, provided that if no chairman is elected, or if at any meeting the chairman is not present within half an hour after the time appointed for holding the same, the Directors present may choose one of their number to be chairman of the meeting.
21. The business of the Company shall be managed by the Board which may exercise all such powers of the Company as are not by the Act or by the Memorandum and Articles of the Company required to be exercised by the Company in General Meeting or in respect of which specific provision is otherwise made in these Articles
22. Without prejudice to the provisions of article 145 of the Act, no Director shall be disqualified by his position as Director from entering into any contract or arrangement with the Company, and a Director may vote and be taken into account for the purpose of constituting a quorum at meetings in which any contract or arrangement in which he may in any way be interested is due to be discussed, and he shall be entitled to retain for his own use and benefit all profits and advantages accruing to him therefrom.
23. A Director of the Company may not, in competition with the Company and without the approval of the same Company given at a General Meeting, carry on business on his own account or on account of others, nor may he be a partner with unlimited liability in another partnership or a director of a company which is in competition with the Company
24. A Director may hold any other office of profit under the Company (other than that of Auditor) on such terms as to remuneration and otherwise as the Board may determine.
25. A Director may at any time, generally or for a specified time, appoint any person to be his alternate Director. The person so appointed shall have the right to attend meetings of the Board and to sign and vote thereat for the Director in his absence. Any such appointment must be in writing and must be deposited at the registered office of the Company. A Director, who is also an alternate Director, shall be entitled, in addition to his own vote, to a separate vote on behalf of the Director he is representing. An alternate Director shall "ipso facto" vacate office if his principal ceases for any reason to be a Director
26. A Director may, and the Company Secretary on requisition of a Director shall, at any time summon a meeting of the Directors. Notice of a meeting of the Board shall be given to all Directors at the time, whether or not present in Malta, at least seven (7) days prior to the meeting, unless all Directors agree to a shorter period of notice or to waive the right to notice altogether
27. The quorum at a board meeting shall be one (1) Director. Where a Director has been appointed as an alternate Director in order to attend a particular meeting or meetings of the Board and to sign and vote thereat, the number of Directors he is so representing shall also be taken into consideration for the purposes of the quorum
28. The Directors may meet together for the despatch of business, adjourn and otherwise regulate their meetings as they think fit. Decisions related to all questions arising at any meeting shall be made by a majority of votes provided that in the event that there is only one (1) Director in office, all questions arising at any meeting shall be decided by that one (1) Director acting alone in case of an equality of votes, the chairman of the meeting shall not be entitled to a second or casting vote

- 29 A Director shall be deemed to be present at any meeting other than a Board meeting if he participates by telephonic or other means and all persons participating in the Meeting, including said Director, are able to hear each other
- 30 A resolution in writing signed by all the Directors for the time being entitled to receive notice of a meeting of the Directors shall be as valid and effectual as if it had been passed at a meeting of the Directors duly convened and held. Any such resolution may consist in several documents in like form each signed by a Director, so however that any Director who is also acting in the capacity of an alternate director appointed in accordance with Article 24 may opt to sign one (1) such document only
- 31 Regulations 54, 57 to 63 (both inclusive), 65 and 66 of Part I of the First Schedule shall not apply to the Company. All references in Part I of the First Schedule to retirement of Directors by rotation shall be disregarded

COMPANY SECRETARY

32. Without prejudice to the provisions of the Act regulating the appointment and functions of the Company Secretary, the appointment or replacement of the Company Secretary and the conditions under which he shall hold office shall be determined by the Directors.
- 33 Subject to the above, the Company Secretary shall be responsible for keeping:
- (a) the minute book of general meetings of the Company
 - (b) the minute book of meetings of the Board of Directors,
 - (c) the register of members; and
 - (d) (d) the register of debentures.

The Company Secretary shall also take all reasonable steps to ensure that proper notices are given of all meetings and to ensure that all returns and other documents of the Company, the preparation or delivery of which falls within the statutory duties of the Company Secretary, are prepared and delivered in accordance with the requirements of the Act

34. Regulation 72 of Part I of the First Schedule shall not apply to the Company

NOTICE

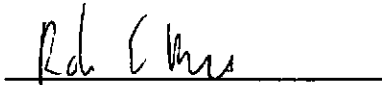
- 35 Every member shall specify his address to the Company for the giving to him of notices. A notice shall be deemed to have been served by the posting of such notice by registered mail to the said address, and in the case of a notice of a meeting at the expiration of forty-eight hours after the notice is posted, and in any other case at the time at which the notice would be delivered in the ordinary course by post.

A member may ask the Company to simultaneously transmit notices by way of fax transmission or e-mail at any number or e-mail address communicated to the Company for this purpose-

36. Notice of every General Meeting shall only be given, in the manner hereinbefore authorised, to
- (a) every Director,
 - (b) every registered member entitled to attend and vote at the Meeting, who has specified an address to the Company for this purpose, and

(c) the auditor for the time being of the Company.

37. Regulations 81 and 82 of Part I of the First Schedule shall not apply to the Company



Robin Eirik Reed

f/Gaming Innovation Group P.L.C.

Co. Reg. No: C 44319

Holder of 1,199 Ordinary 'A' Shares



Robin Eirik Reed

Holder of 1 Ordinary 'B' Share

Date: 4th July 2018

Form K

No. of Company C 69036

C69036/15

COMPANIES ACT, 1995



Notification of changes among directors or company secretary or in the representation of a company

AS

18 MAY 2019

Pursuant to Section 146 (1)

Name of Company Zecure Gaming limited

Delivered by Robin Reed

To the Registrar of Companies:

(a) Zecure Gaming Limited hereby gives notice in accordance with Section 146 (1) of the Companies Act, 1995 that.-

Mr Jan Mikael Ångman has resigned as Company Secretary of the Company, and

Mr Justin Psaila, having Maltese ID Card Number: 0220084M, and residing at Josmar Place BLK A, MAIS 2, Triq in-Naqqax, Il-Mosta, has been appointed as Director and as Company Secretary of the Company.

Effective Date of Change 8th May 2019

Signature .. [Signature] ..
Robin Eirik Reed
Director

Dated this 8th day of May of the year 2019