

Gaming Innovation Group Inc. – Proposal from the Nomination Committee

Gaming Innovation Group Inc.'s (the "Company") nomination committee consists of Mikael Riese Harstad (Chairman of the nomination committee, representing Optimus Invest Ltd), Frode Fagerli (representing Myrlid AS) and Dan Castillo (representing Jesper Ribacka).

The committee has had frequent meetings and conducted several interviews with both existing and potential board members in order to analyse the board's work during the past year and thereby fulfil the requirements posed on the committee. The nomination committee notes that the Board of Directors functions well and its work during the past year has been most satisfactory. However, the committee notes that certain shareholders wish to increase their involvement with the Company by adding representation in the Board of Directors. With reference to the above, the nomination considers that the new Board of Directors proposed herein has an appropriate composition in relation to the Company's operation, phase of development, its shareholder composition and other relevant circumstances pertaining to the Company. The nomination committee also considers that the proposed Board of Directors has an adequate breadth of competence, experience and background.

Proposals from the Nomination Committee

Number of members of the Board of Directors

The Nomination Committee proposes seven (7) members of the Board of Directors.

Members of the Board of Directors

The current Board of Directors comprises of Petter Nylander, Helge Nielsen, Henrik Persson Ekdahl, Kjetil Garstad, Nicolas Adlercreutz, Kathryn Baker and Michael Ahearne. For the period until the next Annual Meeting of Shareholders, the nomination committee proposes that:

- (i) Petter Nylander, Kjetil Garstad, Nicolas Adlercreutz, Kathryn Baker and Michael Ahearne are to be re-elected as members of the board;
- (ii) two new members of the board, Hesam Yazdi and Mikael Riese Harstad, are to be elected as new members of the board;
- (iii) Henrik Persson Ekdahl and Helge Nielsen will leave their positions in the board, and
- (iv) Petter Nylander is to be re-elected as the Chairman of the Board of Directors.

HESAM YAZDI, born in Sweden 1985, Swedish citizen

Hesam has been a very active shareholder in the Company for many years and for the last 12 months, he has actively been responsible for the Company's investor relations and also been providing investor relations advice to the Board of Directors. Hesam is also running his own investment company, Mocca Investment Group, which invest in both listed and unlisted companies. Shares in the company: 917 150.

MIKAEL RIESE HARSTAD, born 1981, Swedish citizen

Mikael is a partner of Optimizer Invest Ltd and has been a major shareholder in the Company, both through Optimizer Invest and personally, since 2016. Mikael has a long experience in both online gambling and mergers and acquisitions and has been acting as board member and senior advisor for

companies like Catena Media, The Game Day, the Betit Group, Skilling and Speqta. Mikael has a Masters of Laws degree from the University of Lund. Shares in the company: 1 342 136.

Remuneration to the Board of Directors

The Nomination Committee has decided not to adjust the current remuneration to the Board of Directors. The remuneration of the Chairman of the Board of Directors is thereby proposed to be EUR 76,500 per annum, and the remuneration to the other members of the Board of Directors is proposed to be EUR 36,000 per annum each.

The Nomination Committee proposes the remuneration to the Audit Committee and the Remuneration Committee shall continue to 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.

Auditors

REID CPAs LLP is proposed to be re-elected as the Company's auditor for the period until the next Annual Meeting of Shareholders and to authorise the Board of Directors to determine their remuneration. The proposed auditor is in accordance with the Audit Committee's recommendation.

Chairman for the Annual meeting of Shareholders

The Nomination Committee proposes that the Chairman of the Board, Petter Nylander, is appointed as Chairman of the Annual Meeting of Shareholders.

Principles for the composition and appointment of the Nomination Committee:

The Nomination Committee proposes that the Annual Meeting of Shareholders resolves the following principles for the composition and appointment of the Nomination Committee:

The Nomination Committee shall consist of not less than three and not more than four members. The members shall represent all shareholders.

Each of the three largest shareholders of the Company as per 31 August 2022 shall have the right to appoint one member each to the Nomination Committee.

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

The three members appointed by the largest shareholders may decide, by simple majority, to appoint a fourth member to the Nomination Committee. If such fourth member is a member of the Board of Directors, such member cannot run for re-election as member of the Board of Directors upon expiry of his/her current term as a Board member.

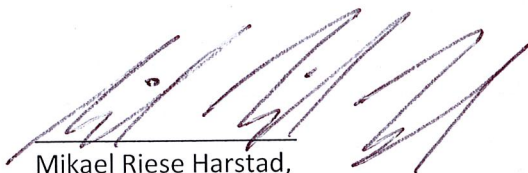
The names of the members of the Nomination Committee shall be announced no later than the date of the publication of the Company's interim report for the third quarter 2022. The members of the

Nomination Committee shall appoint the chairman of the Nomination Committee. No remuneration will be paid to the members of the Nomination Committee.

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 members 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

22 April 2022



Mikael Riese Harstad,
Chairman of the Nomination Committee