

RIVER iGAMING P.L.C

A public limited liability company registered under the laws of Malta with registration number C 83387 and having its registered office at Regent House, Office 21, Bisazza Street, Sliema SLM1640, Malta (the “Company”)

ANNUAL GENERAL MEETING

Notice to all Members of the Company in terms of Article 41 of the Articles of Association of the Company.

Notice is hereby given of an Annual General Meeting of the Company to be held on Wednesday, 8th May 2019 at 12 (noon) at the registered office of the Company for the purpose of considering the following Agenda:

[all documents may be accessed via the Company’s website www.riverigaming.com in the Investor Relations section]

The persons eligible to vote at the Annual General Meeting are the Shareholders who are registered in the Company's shareholder register at 17:00 pm (CET) on 23 April 2019. Shareholders registered in the VPS must be registered holder in the VPS at close of business on 23 April 2019.

AGENDA

A. The purpose for the Annual General Meeting is for the Shareholders to consider and if deemed fit, approve the following *Ordinary Resolutions*:

A.1 Annual Report and Accounts

To consider and approve the Audited Accounts for the year ended 31st December 2018 and the consider and approve the Reports of the Directors and Auditors.

A.2 Appointment of Auditors

To re-appoint KPMG as Auditors and to authorise the Board of Directors to fix their remuneration.

A.3 Directors Emoluments

To establish the maximum annual emoluments of the Directors at Euro500,000.

A.4 Appointment Directors

To appoint and elect directors.

B. Furthermore, the additional purpose for the Annual General Meeting is for the Shareholders to consider and if deemed fit, approve the following *Extra-Ordinary Resolutions (Special Business)*:

B.1 Proposed extraordinary resolution in relation to the Memorandum and Articles of Association of the Company:

B1.1 that the Memorandum and Articles of Association of the Company be updated and that the Memorandum and Articles of Association of the Company be replaced *in toto* with the new version attached to these minutes as Doc 'A';

RIVER iGAMING P.L.C

A public limited liability company registered under the laws of Malta with registration number C 83387 and having its registered office at Regent House, Office 21, Bisazza Street, Sliema SLM1640, Malta (the “Company”)

B1.2 any director of the Company and / or the Company Secretary be authorised and empowered to issue and authenticate a certified copy of this resolution and to produce certified copies of the new Memorandum and Articles of Association of the Company and to deliver and register the same and any required notifications to the Registry of Companies.

B.2 Proposed extraordinary resolution in relation to the future changes Memorandum and Articles of Association of the Company following conversion by the Lender (as defined in the Convertible Loan Agreement) in accordance with the convertible loan agreement signed by the Company as borrower and Spinola Ventures Limited as lender on the 21st February 2019 (the Convertible Loan Agreement):

B2.1 That subject to the conversion of the Loan in accordance with the terms of the Convertible Loan Agreement, and following the conversion by the Lender in accordance with the Convertible Loan Agreement, the Directors be hereby authorised to issue such Shares to the Lender as the Lender would be entitled to under the terms of the Conversion under the Convertible Loan Agreement and any one Director or the company secretary is hereby duly authorised for registration with the Registry of Companies of the necessary forms notifying the increase in the issued share capital of the Company.

B2.2. That subject to the conversion of the Loan in accordance with the terms of the Convertible Loan Agreement, and following the conversion by the Lender in accordance with the Convertible Loan Agreement, the Company Memorandum and Articles of Association be amended in order to provide for the right of the Lender to appoint a director and/or chairman in accordance with the following provisions:

- (a) Spinola Ventures Limited** shall be entitled to appoint 2 Directors one of whom shall be designated as Chairman, by applying for such purpose 4,716,981 Shares as it holds from time to time. Provided that in the event of any consolidation, then this number of Shares shall be adjusted in accordance with the ratio applied for such consolidation.
- (b) In the event that Spinola Ventures Limited** holds less than 4,716,981 Shares but more than 1,415,094 Shares then it shall be entitled to appoint 1 Director by applying for such purpose 1,415,094 Shares as it holds from time to time. Provided that in the event of any consolidation, then this number of Shares shall be adjusted in accordance with the ratio applied for such consolidation.

Any Shares held by Spinola Ventures Limited** in excess of the thresholds indicated in Articles (a) or (b) above and not applied for the purposed indicated therein shall be applied towards the provisions contained in the Articles of Association regulating the appointment of directors.

*** Spinola Ventures Limited or any other legal person so appointed by the Lender*

B2.3 That subject to, and following the conversion by the Lender and by virtue of this resolution, the Memorandum and Articles of Association of the Company be amended and replaced *in toto* with the new version attached to these minutes as Doc 'B' [provided that any reference to 'Spinola Ventures Limited' may be replaced with another company as indicated above].

B2.4 That any director of the Company and / or the Company Secretary and / or Dr Louis de Gabriele (I.D. 136664M) and / or any person who may be delegated by Dr Louis de

RIVER iGAMING P.L.C

A public limited liability company registered under the laws of Malta with registration number C 83387 and having its registered office at Regent House, Office 21, Bisazza Street, Sliema SLM1640, Malta (the “Company”)

Gabriele for such purpose, be authorised and empowered to issue and authenticate a certified copy of this resolution and to produce certified copies of the new version of the Memorandum and Articles of Association of the Company, and to deliver and register the same and any required notifications to the Registry of Companies.

Notes:

1. As at the date of this notice, the Company has issued 18,762,192 Shares, each share carrying one vote. The beneficial rights to 18,762,191 Shares are registered in the Norwegian Central Securities Depository (the "VPS").
2. A member entitled to attend and vote at the above Meeting is entitled to appoint one or more proxies to exercise all or any of their rights to attend and to speak and to vote on their behalf. A proxy need not be a member of the Company.
3. All persons/companies registered with the Norwegian Central Securities Depository (the "VPS") being holders of depositary ownership interest in River iGaming plc for the relevant shares may attend and / or exercise their voting rights at the General Meeting by notifying the Company's VPS Registrar, Skandinaviska Enskilda Banken AB (Publ), by 16:00 hours CET on 30 April 2019 in the form of the attached proxy.
4. In the case of a corporation, the proxy must be signed on its behalf by a duly authorised officer or attorney, and a copy of the power of attorney or other authority (if relevant) under which the proxy is signed should be forwarded to the VPS Registrar together with the duly signed and completed proxy form.
5. Holders of depositary ownership interests who wish to attend and vote at the General Meeting in person should request the VPS Registrar to appoint him/her/it as proxy in the attached proxy form.
6. Completion of a proxy will not prevent members from attending and voting in person if they so wish.
7. A proxy form which may be used to make such an appointment has been sent to all Shareholders together with this Notice.
8. In the case of joint holders, the signature of any one of them will suffice. The vote of the senior party tendering a vote (whether in person or by proxy) shall be accepted to the exclusion of the votes of the other joint holders and, for this purpose, seniority shall be determined by the order in which the names stand in the register in respect of the joint holding.
9. The Company specifies that for a member to be entitled to attend and vote at the meeting (and for the determination by the Company of the number of votes they may cast) they must be entered on the Company's register of members by 17.00 (CET) on 23 April 2019 ("the Specified Time"). Changes to entries on the register after the Specified Time will be disregarded in determining the rights of any person to attend or vote at the meeting.
10. The Extraordinary Resolutions will be passed if it has been passed by a member or members having a right to attend and vote at the meeting holding in aggregate not less than 75% in nominal value of the shares represented and entitled to vote at the meeting and at least 51% in the nominal value of all the shares entitled to vote at the meeting.

Shareholders registered as shareholders on the date of this notice will receive notice and shall be entitled to vote at the meeting.