

PROXY VOTE INSTRUCTION

River iGaming p.l.c. (the "Company")

Proxy Solicited for Annual General Meeting 8th May 2019

As you are not recorded in the Company Register of Members in Malta in which the Company is incorporated, any voting at the Company's Extraordinary General Meeting will have to be executed via Skandinaviska Enskilda Banken, Oslofilialen ("SEB").

The undersigned hereby authorize SEB to constitute and appoint Mr. Fabian Qvist and/or Mr. Kent Staahle and/or Dr. Kathleen Zarb Adami, or any person duly appointed by themr, as its true and lawful agent and proxy, to represent the undersigned at the Extraordinary General Meeting of shareholders of the Company to be held in the registered office of the Company at Regent House, Office 21, Bisazza Street, Sliema SLM1640, Malta, on the 8th May 2019 at 12.00 (noon) (local time), for the purposes set forth below and in the Notice of Extraordinary General Meeting issued by the Company.

X

Please mark your votes as
in this example.

A. Ordinary Resolutions	YES	NO	Abstain
1. To approve the Audited Accounts for the year ended 31 st December 2018 and to approve the Reports of the Directors and Auditors			
2. To re-appoint KPMG as Auditors and to authorise the Board of Directors to fix their remuneration			
3. To establish the maximum annual emoluments of the Directors at Euro500,000.			
4. Appointment of Directors			
To approve the appointment of two or more persons as directors.			
To appoint the following persons as Director :			
Fabian Qvist - Swedish Passport No. 85874312			
Kent Staahle – Malta ID Card Number 0184476(A)			
Kathleen Zarb Adami – Malta ID Card Number 521375(M)			
In the event any nomination for a Director is received by the Company in terms of Article 76 of the Articles of Association of the Company a new proxy shall be issued in respect thereof.			
B. Extra - Ordinary Resolutions			
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 <i>in toto</i> with the new version attached to these minutes as Doc 'A';			
B1.2 That 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 the Convertible Loan Agreement, the Directors are 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			
<p>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:</p> <p>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.</p> <p>(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.</p> <p>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.</p> <p>** Spinola Ventures Limited or any other legal person so appointed by the Lender</p>			

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 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.			

Signature(s): _____

Date: _____

Note: Please sign exactly as name appears below, joint owners should each sign. When signing as attorney, executor, administrator or guardian, please give full title as such.

Name of shareholder in block letters: _____

Please return your completed and signed proxy, to be received by Wikborg Rein Advokatfirma AS on or prior to 30 April 2019, 16:00 hours Central European Time, either by way of e-mail to e-mail address: mae@wr.no or by ordinary mail to Wikborg Rein Advokatfirma AS, attn.. MAE, P. Box. 1513 Vika, 0117 Oslo, Norway, or if delivery by hand to: Wikborg Rein Advokatfirma AS, attn.: MAE, Dronning Mauds gate 11, 0250 Oslo, Norway.