

GAMING REALMS PLC (the "Company")

**NOTICE OF ANNUAL GENERAL MEETING**

Notice is hereby given that the annual general meeting of the members of the Company will be held at Memery Crystal LLP 165 Fleet Street, London EC4A 2DY on 7 August 2019 at 12:00 noon for the purpose of considering and, if thought fit, passing resolutions 1 to 6 as ordinary resolutions and resolution 7 as a special resolution:

**ORDINARY RESOLUTIONS**

1. To receive, approve and adopt the statement of accounts for the financial year ended 31 December 2018 together with the reports of the directors and the auditors thereon.
2. To re-appoint BDO LLP as auditors to act as such until the conclusion of the next annual general meeting of the Company at which the requirements of section 437 of the Companies Act 2006 ("**2006 Act**") are complied with and to authorise the directors of the Company (the "**Directors**") to fix their remuneration.
3. To re-elect Patrick Southon as a director.
4. To re-elect James Ryan as a director.
5. To re-elect Chris Ash as a director who was appointed since the previous annual general meeting of the Company.
6. That the Directors be and are hereby generally and unconditionally authorised in accordance with section 551 of the 2006 Act to exercise the powers of the Company to allot Relevant Securities up to a maximum nominal amount of £8,532,862.00, being approximately 30 per cent. of the current issued share capital of the Company as at the date of this notice and provided that this authority shall, unless renewed, varied or revoked by the Company in general meeting, expire on the date falling 15 months from the date of the passing of this resolution, or if earlier at the annual general meeting of the Company to be held in 2020, save that the Company may at any time before such expiry make an offer or agreement which might require Relevant Securities to be allotted after such expiry and the Directors may allot Relevant Securities to be allotted in pursuance of such offer or agreement notwithstanding that the authority hereby conferred has expired. This authority is in substitution for all previous authorities conferred on the Directors in accordance with section 551 of the 2006 Act.

In this resolution, "**Relevant Securities**" means any shares in the capital of the Company and the grant of any right to subscribe for, or to convert any security into, shares in the capital of the Company ("**Shares**") but does not include the allotment of Shares or the grant of a right to subscribe for Shares in pursuance of an employees' share scheme or the allotment of Shares pursuant to any right to subscribe for, or to convert any security into, Shares.

**SPECIAL RESOLUTIONS**

7. THAT, the directors of the Company be and they are hereby generally empowered pursuant to section 570 of the Companies Act 2006 to allot equity securities for cash as if section 561(1) of

the Companies Act 2006 did not apply to such allotment up to a maximum nominal value of £3,500,000.00 pursuant to the terms of the secured convertible loan note constituted by the Company on 14 December 2017 (“**Convertible Loan**”) and the power hereby conferred shall operate in substitution for and to the exclusion of the power given to the directors pursuant to the resolution passed on 5 December 2018, and shall expire on the date on which the Convertible Loan terminates or becomes repayable by the Company, or 14 December 2022, whichever is the earlier, unless such power is renewed or extended prior to, or at, a general meeting of the Company, and except that the Company may before expiry of any power contained in this special resolution, make an offer or agreement which would or might require equity securities to be allotted after such expiry and the directors of the Company may allot equity securities in pursuance of such offer or agreement as if the power conferred hereby had not expired.

By order of the board

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Mark Segal

Director

Registered office:

One Valentine Place

London

SE1 8QH

Date: 15 July 2019

## NOTES

1. Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001, the Company specifies that all shareholders who wish to attend and vote at the meeting must be entered on the Company's register of members no later than 48 hours before the time fixed for the meeting. Changes to entries on the register after that time will be disregarded in determining the rights of any person to attend or vote at the meeting.
2. A member entitled to attend, speak and vote at the meeting has the right to appoint a proxy to attend, speak and vote in his place. You should have received a proxy form with the notice of this meeting.
3. A proxy need not be a member of the Company. Details of how to appoint the Chairman of the meeting or another person as your proxy using the proxy form are set out in the notes to the proxy form. If you wish your proxy to speak on your behalf at the meeting you will need to appoint your own choice of proxy (not the Chairman) and give your instructions directly to them.
4. In the case of joint shareholders, the person whose name appears first in the register of members has the right to attend and vote at general meetings to the exclusion of all others.
5. Members who hold their shares through a nominee may wish to attend the meeting as a proxy, or to arrange for someone else to do so for them, in which case they should discuss this with their nominee or stockbroker.
6. Proxies may vote on a poll or on a show of hands on any resolution. Proxies may ask questions at the meeting if, in his discretion, the Chairman of the meeting allows it.
7. Members are invited to complete and return the enclosed proxy form if they are unable to attend the meeting. The return of the proxy form will not prevent a member from attending in person and voting at the meeting. The form of proxy and the power of attorney or other authority, if any, under which it is signed, or a copy of such power or authority certified by a notary, must be deposited at Computershare Investor Services plc, the Pavilions, Bridgwater Road, Bristol BS13 8AE not less than 48 hours before the date set for the meeting or adjourned meeting.
8. The form of proxy must be signed by the shareholder appointing the proxy or by his/her attorney authorised in writing. If the shareholder is a corporation, the form of proxy should be sealed with its common seal or signed by an officer or an attorney of the corporation or other person authorised to sign it.
9. You may not use any electronic address provided either:
  - a. in this notice of annual general meeting; or
  - b. any related documents (including the Chairman's letter and proxy form)to communicate with the Company for any purpose other than those expressly stated.
10. As at 5 p.m. on the day immediately prior to the date of posting of this notice of annual general meeting, the Company's issued share capital comprised 284,428,747 ordinary shares of 10 pence each in the capital of the Company ("**Ordinary Share**"). Each Ordinary Share carries the right to one vote at a general meeting of the Company and, therefore, the total number of voting rights in the Company as at 5 p.m. on the day immediately prior to the date of posting of this notice of annual general meeting is 284,428,747.