

PROXY VOTE INSTRUCTION

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

Proxy Solicited for Extraordinary General Meeting 22 March 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 Dr. Kathleen Zarb Adami, or any person duly appointed by her, 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 22 March 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.

Please mark your votes as
in this example.

Resolutions	YES	NO	ABSTAIN
Proposal in relation to Project Gamma agreements dated 21st February 2019.			
1.1 to approve, ratify and confirm all of the resolutions of the Board of Directors of the Company which were agreed upon by virtue of the Directors' Resolution, signed on the 21st February 2019 (the Project Gamma Resolution) in all respects;			
1.2 to approve, ratify and confirm the execution of the SPA the AB Agreement, the Deed of Termination and the STA referred to in the Project Gamma Resolution;			
Proposals in relation to the Convertible Loan Agreement dated 21st February 2019			
2.1 to approve, ratify and confirm, and do hereby approve, ratify and confirm, all of the resolutions of the Board of Directors of the Company which were agreed upon by virtue of the Directors' Resolution, signed on the 21st February 2019 (the Conditional Loan Agreement Resolution) in all respects;			
2.2 to approve, ratify and confirm, and do hereby approve, ratify and confirm, the execution of the Convertible Loan Agreement referred to in the Directors' Resolution;			
2.3 to approve, ratify and confirm, and do hereby approve, ratify and confirm, the Conversion Right as defined in the Convertible Loan Agreement;			
Proposals in relation to the Memorandum and Articles of Association of the Company			
3.1 that the Memorandum and Articles of Association of the Company be amended by the inclusion of the changes indicated in Doc A;			
3.2 that the Memorandum and Articles of Association of the Company be updated to include the changes indicated above and that the Memorandum and Articles of Association of the Company			

replaced in toto with the new version attached to these minutes as Doc 'B';			
3.3 any director of the Company and / or the Company Secretary be authorised 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;			
Proposals in relation to the future changes Memorandum and Articles of Association of the Company following conversion by the Lender in accordance with the Convertible Loan agreement.			
4.1 that following the conversion by the Lender in accordance the Memorandum and Articles of Association of the Company be amended in order to provide for the right of the Lender (as defined in the Convertible Loan Agreement) to appoint a director and/or chairman;			
4.2 the Memorandum and Articles of Association of the Company be amended replaced in toto with the new version attached to the minutes as Doc 'C';			
4.3 any director of the Company and / or the Company Secretary be authorised 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;			

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 14 March 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.