

**THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.** If you are in any doubt about the content of this document or what action you should take, you should consult a person authorised for the purposes of the Financial Services and Markets Act 2000 who specialises in advising on the acquisition of shares and other securities. If you have sold or transferred all of your shares in Global Gaming Technologies plc please forward this document, together with the accompanying documents as soon as possible to the buyer or transferee, or to the stockbroker, bank or other agent through whom the sale was effected for onward transmission to the buyer or transferee.

# **Global Gaming Technologies plc**

(registered in England and Wales with number 05181462)  
("GGT" or the "Company")

STANMORE HOUSE – 29-30 ST JAMES'S STREET  
LONDON – SW1A 1HB

To all shareholders and warrant holders

23 July 2008

Dear Sir/Madam

## **Notice of general meeting**

### **Appointment of new directors, waiver of pre-emption rights and change of name**

#### **1. Introduction**

Your board has today announced the following:

- the proposed appointment of three new non-executive directors;
- the entry into conditional services agreements between the Company and each of Sirius Oil & Gas Limited ("Sirius") and Taglient Oil Nigeria Limited ("Taglient");
- the proposed change of name of the Company to Sirius Petroleum plc;
- two proposed placings; and
- the convening of a general meeting to consider and, if thought fit, approve the above and to waive pre-emption rights in respect of the issue of certain ordinary shares of 0.25p each in the capital of the Company ("Ordinary Shares"),

together the "Proposals".

**Attached to this document is a notice of general meeting to be held on 19 August 2008 at 10:00 a.m. at the offices of Fladgate LLP, 25 North Row, London, W1K 6DJ ("General Meeting").**

#### **2. Strategy update and background**

As previously announced, the Company is currently considering a number of opportunities in the oil and gas sector. Whilst discussions have been encouraging, the Company is at a very early stage in its consideration of potential targets. No deal has yet been identified and there can be no certainty that a transaction will be concluded.

The Company currently has had no substantive trading business since April 2007 when it was decided to cease the business of developing and using aggregation software in the gaming industry. Since that date, the Company has been classified as an investing company under the AIM Rules for companies ("AIM Rules") and has been dependent on the financial support of Corvus Capital Inc ("Corvus") which holds 28.02 per cent. of the Ordinary Shares in issue. Corvus, of which all of your current directors are also directors, has been assisting the Company in developing its strategy, in particular its focus on the oil and gas industry.

The purpose of the Proposals is to enable the Company to be better placed to identify and execute an oil and gas transaction, such as to give the Company a viable future as a stand alone, independent business. Whilst certain of the Proposals are dilutive of existing shareholders and in some cases are with related parties, your directors consider them to be fair and reasonable in the context of the Company's past performance and current position (see paragraph 9).

### 3. Appointment of new directors

At the General Meeting, resolutions will be proposed to appoint the following persons as non-executive directors:

Babatunde Olusegun Agboola, aged 57, obtained a BS degree in Chemistry from Illinois State University Normal, and a Master of Science degree in chemical engineering from Arizona State University, Tempe, Arizona. He started his professional career with Mobil Producing Nigeria, a Nigerian subsidiary of Exxon Mobil which undertook all upstream activities, where he held key staff, supervisory and management positions prior to his retirement to take up appointments on the boards of several energy services and E&P companies including Fieldspargroup Limited and Dantose Energy Services Limited. His experience spans over 30 years in the oil and gas industry. Mr Agboola will become the Company's non-executive chairman.

Toby Jonathan Langford Hayward, aged 49 is a Chartered Accountant and has been an investment banker since 1984. He was a Director of Corporate Finance at Singer & Friedlander Limited and Henry Ansbacher & Co. Limited before working in the Oil & Gas team at Canaccord Capital Limited. He joined Jefferies International Limited as a Managing Director in 2005 with responsibility for the UK Equity Capital Markets and listed clients in the E&P sector. He left Jefferies in June 2008 to concentrate on a number of private interests and, in addition, he was appointed Non-Executive Chairman of Severfield Rowen Plc in May 2008.

Olukayode Olufemi Kuti, aged 23, obtained a Bachelor of Arts from Duke University, USA. He studied Economics & Psychology and also received a Markets and Management Certificate. Since University he has worked as investment advisor for a South African investment fund, Huxton Capital.

Each of the proposed directors has entered into a conditional letter of appointment with the Company for an initial term of six months, thereafter terminable on three months notice on either side. Under each agreement, the director is entitled to fees of £1,000 per month, such fees to be reviewed at the time the Company completes a transaction which constitutes a reverse takeover under the AIM Rules. Both Mr Agboola and Mr Hayward are entitled to signing-on payments of £50,000 and £40,000 respectively, which the parties have agreed to capitalise at par into 20,000,000 and 16,000,000 Ordinary Shares respectively. The letters of appointment and the signing on payments are conditional upon the passing of resolutions numbered 1, 3, 4 and 5 at the General Meeting.

The directors believe that these appointments will provide the board with industry experience, relevant local knowledge and valuable relationships to enable the Company to pursue opportunities in Nigeria.

In addition to their proposed directorships of the Company, Mr Agboola, Mr Kuti and Mr Hayward hold or have held the following directorships, and are or were members of the following partnerships within the last five years:

<b>Name</b>	<b>Current Directorships/Partnerships</b>	<b>Previous Directorships/Partnerships</b>
Babatunde Olusegun Agboola	Dantose Energy Services Limited Fieldspargroup Limited Bolad Energy Company RT5 Petroleum Limited Sirius Taglient Petro Limited (proposed)	None
Toby Hayward	Ecast Limited Severfield-Rowen Plc THC Consulting Limited	International Seafood Products PLC Ocean Supplies Limited Paradisii Limited
Olukayode Olufemi Kuti	Sirius Oil & Gas Limited Sirius Taglient Petro Limited (proposed)	None

Toby Hayward was appointed a director of Paradisii Limited on 6 October 1999. A liquidator was appointed on 22 February 2006 and the company was dissolved on 2 February 2008. There was a deficit to creditors of £133,629.

Toby Hayward was appointed a director of International Seafood Products Plc on 29 March 1999 and of Ocean Supplies Limited on 13 October 1999 (a wholly owned subsidiary of International Seafood Products Plc). An administrative receiver was appointed on 12 July 2000 to both companies. International Seafood Products Plc was dissolved on 23 November 2004. There was a deficit to creditors of £587. Ocean Supplies Limited was dissolved on 1 May 2007. There was a deficit to creditors of £1,168,785.

Save as disclosed above, there is no further information required to be disclosed pursuant to schedule 2(g) of the AIM Rules.

#### **4. Agreements for services**

The Company has today entered into two agreements which are conditional upon the passing of resolutions numbered 4 and 5 at the General Meeting.

The first agreement is with Taglient, a Nigerian private company owned and managed by Nigerian nationals who have considerable knowledge and contacts within the Nigerian Oil industry. Under this agreement, Taglient has agreed, among other things, to use all its reasonable efforts to seek out opportunities for the Company to acquire interests in oil and gas fields in Nigeria. Taglient has agreed to provide its services exclusively to the Company. Taglient will be paid a fee of £114,250 upon the agreement ceasing to be conditional and a further £153,500 upon and subject to the Company completing an oil and gas transaction which constitutes a reverse takeover under the AIM Rules.

The second agreement is with Sirius, a newly formed British Virgin Islands private company in which Corvus Capital Inc has a 18.2% shareholding and Adrian Collins (a director of Corvus) a 8.6% shareholding. In addition, proposed director, Mr Kuti, holds 11.4% of Sirius. Under this agreement, Sirius has agreed, among other things, to use all its reasonable efforts to seek out opportunities for the Company to acquire interests in oil and gas fields in Nigeria, to conduct initial due diligence on potential acquisition targets and to assist in the raising of funds. The agreement also releases Taglient from its current exclusivity agreement with Sirius, so that Taglient is able to contract (as set out above) with the Company to assist it in identifying oil and gas opportunities. Sirius will be paid a fee of £275,000 upon the agreement ceasing to be conditional.

Both Sirius and Taglient have agreed to assist the Company in establishing a Nigerian company, to be named Sirius Taglient Petro Limited, which is necessary for the grant of permits and licences to carry out business locally. Pursuant to the agreements, Sirius (who holds 50% of the shares), Taglient (who hold 49%) and Mr Agboola (who holds the remaining 1%) have agreed to transfer all of their shares in Sirius Taglient Petro Limited to the Company for a nominal sum (not to be greater than £10 in aggregate), on demand. This arrangement will result in the Company owning 100% of Sirius Taglient Petro Limited. Sirius will transfer their 50% immediately on the Services Agreement becoming unconditional but Taglient and Mr Agboola will retain their shareholdings in trust for the Company.

Both the agreements with Taglient and Sirius allow any party to require outstanding fees to be capitalised in whole or part at par provided that the issue and allotment of Ordinary Shares does not result in Sirius or Taglient or any of their concert parties (if any) being interested in more than 29.9 per cent. of the total voting rights of the Company. It is the intention of the parties to capitalise £229,250 of the aggregate fees immediately (£115,000 to Sirius and £114,250 to Taglient) following the General Meeting by the allotment and issue of 91,700,000 Ordinary Shares (46,000,000 to Sirius and 45,700,000 to Taglient).

The capitalisation of these fees together with the share placings referred to in section 5 are being undertaken at par value of 0.25p per Ordinary Share. The directors believe that this is a fair and reasonable value to place on the Ordinary Shares on the basis that, in the absence of any value attributed to the Company in respect of the Proposals, 0.25p represents a premium of 298% to the net assets of the Company. The market price of the Company's shares has fluctuated dramatically in recent weeks and rose to current levels following market rumours which do not, in your directors opinion, reflect the true value of the Company as an investing company with limited cash resources. Hence they do not consider the current share price to be an appropriate level to use as a price guide for the Proposals.

## 5. Placings

The Company is proposing to raise £45,000 from its directors and proposed directors by the allotment and issue of 18,000,000 Ordinary Shares at par (“**Initial Placing**”). Graham Porter and Mike Hirschfield, have agreed to subscribe for £18,750 and £10,000 worth of Ordinary Shares, respectively, and Mr Hayward, a proposed director, has agreed to subscribe for £16,250 worth of Ordinary Shares. The proceeds of the Initial Placing will be used for the Company’s general working capital requirements.

In addition, the Company proposes to raise between £500,000 and £2,000,000 on or before 31 December 2010, dependent on the timing of due diligence requirements, in order to pay for technical, legal and financial due diligence on potential acquisition targets (“**Second Placing**”). The Second Placing will be priced in the context of the market. The amount of the Second Placing will be determined by the board, depending on the Company’s due diligence requirements; such requirements will be driven, to a significant degree, by the size and nature of the transaction contemplated.

In connection with the Second Placing, the Company has entered into a fee agreement with Bedarra Limited (“**Bedarra**”) pursuant to which Bedarra will use all reasonable endeavours to find places to participate in the Second Placing (“**Fee Agreement**”). Bedarra has advised Corvus in the past and has successfully raised significant sums on a number of share placings. The Company has agreed to pay Bedarra a flat, up front fee of £30,000; no further sums will be due to Bedarra, irrespective of the amount it raises up to £2,000,000, and will negotiate a separate fee if the sum required exceeds this amount. The Company has agreed to capitalise the Second Placing fee at par by the allotment and issue of 12,000,000 Ordinary Shares to Bedarra following the General Meeting.

The Initial Placing, Second Placing and Fee Agreement are conditional upon the passing of resolutions 4 and 5 at the General Meeting.

## 6. Change of name

Given the change in the Company’s strategy to that of a resources company and the name of its proposed local operating company, your board recommends that the Company change its name to Sirius Petroleum plc.

## 7. Related party transactions

Sirius is owned as to 18.2 per cent. by Corvus, 11.4 per cent. by Mr Kuti and 8.6 per cent. by Adrian Collins, whom is a director of Corvus. The entry by the Company into the agreement with Sirius is, therefore, one with a related party for the purposes of the AIM Rules.

Similarly, the Initial Placing is with the directors and one of the proposed directors and is therefore treated as being a related party transaction for the purposes of the AIM Rules; as is the capitalisation of debt by two of the proposed directors.

Neither the Company, its directors, the proposed directors nor Corvus have any interest in the share capital of Taglient or Bedarra.

## 8. General Meeting and action to be taken

Enclosed with this letter is notice of the General Meeting to be held at 10:00 a.m. on 19 August 2008 at the offices of Fladgate LLP at 25 North Row, London W1K 6DJ. The meeting is being convened to consider, and if thought fit, approve:

- the change of the Company’s name to Sirius Petroleum plc;
- the appointment of Mr Agboola, Mr Hayward and Mr Kuti as directors of the Company;
- authorising the directors to allot authorised but unissued Ordinary Shares. The authority will expire at the next annual general meeting and is in respect of Ordinary Shares up to a nominal amount of £9,255,514; and
- authorising the directors to allot equity securities without having to first offer those shares to existing shareholders. The authority will expire on the earlier of the date of the next General Meeting or 12 months after the date of the General Meeting and is in respect of the issue of up to 800,000,000 Ordinary Shares in connection with the Second Placing (or up to 57.9 per cent. of the Company’s entire issued share capital if issued at par value), and the following proposed issues of Ordinary Shares:

### Shareholdings following completion of the Proposals (excluding the Second Placing):

Name of beneficiary	Maximum entitlement under Proposals	Issue price	Holding after EGM approval and First Placing	Percentage of enlarged issued share capital after EGM approval and First Placing
Babatunde Olusegun Agboola	20,000,000	0.25p	20,000,000	4.39%
Toby Hayward	22,500,000	0.25p	22,500,000	4.94%
Graham Porter	7,500,000	0.25p	10,833,332	2.38%
Mike Hirschfield	4,000,000	0.25p	6,075,000	1.33%
Bedarra	12,000,000	0.25p	12,000,000	2.63%
Sirius	110,000,000	0.25p	46,000,000	10.01%
Taglient	107,000,000	0.25p	45,700,000	10.03%

A form of proxy for use at the General Meeting is enclosed. Whether or not you intend to be present at the meeting, you are requested to complete, sign and return the form of proxy by first class post to the Company's registrars, Capita Registrars, The Registry, 34 Beckenham Road, Beckenham, Kent, BR3 4TU as soon as possible, and in any event so as to arrive not later than 48 hours before the time of the meeting or adjourned meeting. The completion and return of the form of proxy will not preclude you from attending the meeting and voting in person should you subsequently wish to do so.

### 9. Recommendation

Since, for the purposes of certain parts of the Proposals, Sirius, your directors and proposed directors are related parties pursuant to the AIM Rules, the directors (excluding Mike Hirschfield and Graham Porter in respect of the Initial Placing only) have consulted with the Company's nominated adviser, Canaccord Adams Limited, and consider the related party aspects of the Proposals set out in paragraph 7 to be fair and reasonable insofar as the Company's shareholders are concerned.

Accordingly the directors believe that the Proposals are in the best interests of the Company and shareholders as a whole and accordingly recommend shareholders to vote in favour of the resolutions to be proposed at the General Meeting as they will be doing so in respect of their own beneficial shareholdings of 5,408,332 Ordinary Shares representing 1.82 per cent. of the entire issued share capital of the Company.

Yours faithfully

**Graham Porter**  
Chairman

# Global Gaming Technologies plc

(Company)  
(company number 05181462)

## NOTICE OF GENERAL MEETING

Notice is given that an general meeting of the members of the Company will be held at the offices of Fladgate LLP at 25 North Row, London, W1K 6DJ on 19 August 2008 at 10:00 a.m. to consider and, if thought fit, pass the following:

### Ordinary resolutions

1. To appoint Babatunde Olusegun Agboola, as a non-executive director of the Company.
2. To appoint Toby Hayward as a non-executive director of the Company
3. To appoint Olukayode Olufemi Kuti as a non-executive director of the Company.
4. That in accordance with section 80 Companies Act 1985 (CA 1985), the directors are generally and unconditionally authorised to allot the relevant securities, as defined in section 80(2) CA 1985, up to an aggregate nominal amount of £9,255,514 (nine million, two hundred and fifty five thousand, five hundred and fourteen pounds), such authority, unless previously revoked or varied by the Company in general meeting to expire on the date of the Company's next annual general meeting, except that any director may allot relevant securities pursuant to an offer or agreement made before the expiry of the authority.

### Special resolutions

5. That subject to the passing of resolution 4, pursuant to section 95(1) CA 1985, the directors are authorised to allot equity securities, as defined in section 94(2) CA 1985, under the authority conferred by resolution 4, as if section 89(1) CA 1985 did not apply to the allotment, for the period commencing on the date of this resolution and expiring at the conclusion of the next annual general meeting of the Company except that the directors may allot relevant securities following an offer or agreement made before the expiry of the authority provided that the authority is limited to:
  - 5.1 the allotment of equity securities of an aggregate nominal amount of up to £662,500 (six hundred and sixty two thousand and five hundred pounds) to capitalise fees payable to Babatunde Olusegun Agboola, Toby Hayward, Taglient Oil Nigeria Limited, Sirius Oil & Gas Limited and Bedarra Limited under agreements referred to in the Company's circular to shareholders dated 23 July 2008 (**Circular**); and
  - 5.2 the allotment of equity securities of an aggregate nominal amount of up to £45,000 (forty five thousand pounds) in respect of the Placing described in the Circular; and
  - 5.3 the allotment of equity securities, otherwise than in accordance with paragraphs 5.1 and 5.2 up to an aggregate nominal amount of £ 2,000,000 (two million pounds) being 57.9% per cent. of the Company's issued share capital at the date of this notice if issued at par value.
6. To change the name of the Company to Sirius Petroleum plc.

By order of the board

**Kitwell Consultants Limited**  
Company Secretary

Registered office:  
Stanmore House, 29-30 St James's Street, London, SW1A 1HB

Date: 23 July 2008

## **Notes:**

### **Appointment of proxies**

1. As a member of the Company, you are entitled to appoint a proxy to exercise all or any of your rights to attend, speak and vote at the meeting and you should have received a proxy form with this notice of meeting. You can only appoint a proxy using the procedures set out in these notes and the notes to the proxy form.
2. A proxy does not need to be a member of the Company but must attend the meeting to represent you. 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 must appoint your own choice of proxy (not the chairman) and give your instructions directly to the relevant person.
3. You may appoint more than one proxy provided each proxy is appointed to exercise rights attached to different shares. You may not appoint more than one proxy to exercise rights attached to any one share. To appoint more than one proxy, you must complete a separate proxy form for each proxy and specify against the proxy's name the number of shares over which the proxy has rights. If you are in any doubt as to the procedure to be followed for the purpose of appointing more than one proxy you must contact the Company's registrars, Capita Registrars, The Registry, 34 Beckenham Road, Kent BR3 4TU. If you fail to specify the number of shares to which each proxy relates, or specify a number of shares greater than that held by you on the record date, proxy appointments will be invalid.
4. If you do not indicate to your proxy how to vote on any resolution, your proxy will vote or abstain from voting at his discretion. Your proxy will vote (or abstain from voting) as he thinks fit in relation to any other matter which is put before the meeting.

### **Appointment of proxy using the hard copy proxy form**

5. The notes to the proxy form explain how to direct your proxy how to vote on each resolution or withhold his vote.
6. To appoint a proxy using the proxy form, it must be:
  - 6.1 completed and signed;
  - 6.2 sent or delivered to the Company's registrars, Capita Registrars, The Registry, 34 Beckenham Road, Kent BR3 4TU; and
  - 6.3 received by the Company's registrars no later than 10.00 a.m. on 17 August 2008.
7. In the case of a member which is a company, the proxy form must be executed under its common seal or signed on its behalf by an officer of the company or an attorney for the company.
8. Any power of attorney or any other authority under which the proxy form is signed (or a duly certified copy of such power or authority) must be included with the proxy form.
9. The Company, pursuant to regulation 41 of The Uncertificated Securities Regulations 2001, specifies that only those ordinary shareholders registered in the register of members of the Company 48 hours before the meeting shall be entitled to attend or vote at the meeting in respect of the number of Ordinary shares registered in their name at that time. Changes to entries on the relevant register of securities after that time will be disregarded in determining the rights of any person to attend or vote at the meeting.

### **Appointment of proxies through CREST**

10. CREST members who wish to appoint a proxy or proxies by utilising the CREST electronic proxy appointment service may do so for the meeting and any adjournment(s) by using the procedures described in the CREST Manual. CREST Personal Members or other CREST sponsored members, and those CREST members who have appointed a voting service provider(s), should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf.
11. In order for a proxy appointment made by means of CREST to be valid, the appropriate CREST message (a CREST Proxy Instruction) must be properly authenticated in accordance with Euroclear UK & Ireland Limited's (EUI) specifications and must contain the information required for such instructions, as described in the CREST Manual. The message must be transmitted so as to be received by the issuer's agent (ID: RAIO) by 6.00 p.m. on 17 August 2008. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST Applications Host) from which the issuer's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST.
12. CREST members and, where applicable, their CREST sponsors or voting service providers should note that EUI does not make available special procedures in CREST for any particular messages. Normal system timings and limitations will therefore apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member or sponsored member or has appointed a voting service provider(s), to procure that his CREST sponsor or voting service provider(s) take(s)) such action as are necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST members and, where applicable, their CREST sponsors or voting service providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.
13. The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.

#### **Appointment of proxy by joint members**

14. In the case of joint holders of shares, where more than one of the joint holders purports to appoint a proxy, only the appointment submitted by the most senior holder (being the first named holder in respect of the shares in the Company's register of members) will be accepted.

#### **Changing proxy instructions**

15. To change your proxy instructions simply submit a new proxy appointment using the method set out in paragraph 6 above. Note that the cut off time for receipt of proxy appointments specified in that paragraph also applies in relation to amended instructions. Any amended proxy appointment received after the specified cut off time will be disregarded.
16. Where you have appointed a proxy using the hard copy proxy form and would like to change the instructions using another hard copy proxy form, please contact the Company's registrar as indicated in paragraph 3 above.
17. If you submit more than one valid proxy appointment, the appointment received last before the latest time for the receipt of proxies will take precedence.

#### **Termination of proxy appointments**

18. In order to revoke a proxy instruction you will need to inform the Company by sending a signed hard copy notice clearly stating your intention to revoke your proxy appointment to the Company's registrar as indicated in paragraph 3 above. In the case of a member which is a company, the revocation notice must be executed under its common seal or signed on its behalf by an officer of the company or an attorney for the company. Any power of attorney or any other authority under which the revocation notice is signed (or a duly certified copy of such power or authority) must be included with the revocation notice.
19. The revocation notice must be received by the Company no later than 10.00 a.m. on 17 August 2008.
20. If you attempt to revoke your proxy appointment but the revocation is received after the time specified then, subject to paragraph 21 below, your proxy appointment will remain valid.
21. Appointment of a proxy does not preclude you from attending the meeting and voting in person. If you have appointed a proxy and attend the meeting in person, your proxy appointment will automatically be terminated.

#### **Documents available for inspection**

22. The following documents will be available for inspection at the registered office of the Company on any weekday (except Saturdays, Sundays and Bank Holidays) during normal business hours from the date of this notice until the date of the meeting and at the place of the meeting for 15 minutes prior to and until the conclusion of the meeting: statement of transactions of Directors (and of their family interests) in the share capital of the Company and any of its subsidiaries; copies of the Directors service agreements and letters of appointment with the Company; and the register of Directors interests in the share capital of the Company (maintained under section 325 of the Act).

#### **Total voting rights**

23. As at 10.00 a.m. on 22 July 2008, the Company's issued share capital comprised 297,794,385 ordinary shares of 0.25p each. 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 10.00 a.m. on 22 July 2008 is 297,794,385.

#### **Communication**

24. Except as provided above, members who have general queries about voting by proxy should contact the Company's registrar, Capita Registrars, The Registry, 34 Beckenham Road, Kent BR3 4TU.



# Global Gaming Technologies plc

(Company)  
(company number 05181462)

## FORM OF PROXY

**Before completing this form, please read the explanatory notes below.**

We/I am a member of the Company, entitled to attend and vote at any general meeting of the Company. I appoint the person named below, or failing him/her the chairman of the meeting, as my proxy to vote on my behalf at the general meeting of the Company to be held at the following place and time, and at any adjournment:

Name of member:	
Name of proxy:	
Place of meeting:	25 North Row, London W1K 6DJ
Time and date of meeting:	10.00 a.m. on 19 August 2008

The proxy will vote on the following resolutions, as indicated:

Ordinary resolutions	FOR	AGAINST
1. To appoint Babatunde Olusegun Agboola as a non-executive director		
2. To appoint Toby Hayward as a non-executive director		
3. To appoint Olukayode Olufemi Kuti as a non-executive director		
4. To authorise the directors to allot relevant securities		
Special resolutions		
5. To authorise the directors to allot relevant securities otherwise than pro rata as set out in the notice of general meeting.		
6. To change the name of the Company		

Please indicate with an X in the space provided how you wish your votes to be cast on the resolution. If you sign and return this form without indicating how the proxy is to vote, he/she will have discretion to vote either way or to abstain.

Signature: \_\_\_\_\_ Date: \_\_\_\_\_ 2008

### Notes

- As a member of the company you are entitled to appoint a proxy to exercise all or any of your rights to attend, speak and vote at a general meeting of the Company. You can only appoint a proxy using the procedures set out in these notes.
- Appointment of a proxy does not preclude you from attending the meeting and voting in person. If you have appointed a proxy and attend the meeting in person, your proxy appointment will automatically be terminated.
- A proxy does not need to be a member of the company but must attend the meeting to represent you. To appoint as your proxy a person other than the chairman of the meeting, insert their full name in the box. If you sign and return this proxy form with no name inserted in the box, the chairman of the meeting will be deemed to be your proxy. Where you appoint as your proxy someone other than the chairman, you are responsible for ensuring that they attend the meeting and are aware of your voting intentions. If you wish your proxy to make any comments on your behalf, you will need to appoint someone other than the chairman and give them the relevant instructions directly.
- You may appoint more than one proxy provided each proxy is appointed to exercise rights attached to different shares. You may not appoint more than one proxy to exercise rights attached to any one share. To appoint more than one proxy, you must complete a separate proxy form for each proxy and specify against the proxy's name the number of shares over which the proxy has rights. If you are in any doubt as to the procedure to be followed for the purpose of appointing more than one proxy you must contact the Company's registrars, Capita Registrars, The Registry, 34 Beckenham Road, Kent BR3 4TU. If you fail to specify the number of shares to which each proxy relates, or specify a number of shares greater than that held by you on the record date, proxy appointments will be invalid.
- To direct your proxy how to vote on the resolutions mark the approximate box with an "X". If no voting indication is given, your proxy will vote or abstain from voting at his discretion. Your proxy will vote (or abstain from voting) as he thinks fit in relation to any other matter which is put before the meeting.
- To appoint a proxy using this form, the form must be:
  - completed and signed;
  - sent or delivered to the Company's registrars, Capita Registrars, The Registry, 34 Beckenham Road, Kent BR3 4TU; and
  - received by the Company's registrars no later than 10.00 a.m. on 17 August 2008.
- In the case of a member which is a company, this proxy form must be executed under its common seal or signed on its behalf by an officer of the company or an attorney for the company.
- Any power of attorney or any other authority under which this proxy form is signed (or a duly certified copy of such power or authority) must be included with the proxy form.
- In the case of joint holders of shares, where more than one of the joint holders purports to appoint a proxy, only the appointment submitted by the most senior holder (being the first named holder in respect of the shares in the company's register of members) will be accepted.
- CREST members who wish to appoint a proxy or proxies by using the CREST electronic appointment service may do so by using the procedures described in the CREST Manual. To be valid, the appropriate CREST message, regardless of whether it constitutes the appointment of a proxy or an amendment to the instructions given to a previously appointed proxy, must be transmitted so as to be received by our agent (ID:RAIO) by 6.00 p.m. on 17 August 2008. See the notes to the notice of meeting for further information on proxy appointment through CREST.
- 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 relevant register of securities after that time will be disregarded in determining the rights of any person to attend or vote at the meeting.
- If you submit more than one valid proxy appointment, the appointment received last before the latest time for the receipt of proxies will take precedence.
- For details of how to change your proxy instructions or revoke your proxy appointment see the notes to the notice of meeting.



THIRD FOLD AND TUCK IN

BUSINESS REPLY SERVICE  
Licence No. MB 122



FIRST FOLD

**Capita Registrars (Proxies)**  
**PO Box 25**  
**Beckenham**  
**Kent**  
**BR3 4BR**

SECOND FOLD

