



Jersey Financial
Services Commission
Companies Registry

COMPANIES (JERSEY) LAW 1991, as amended

**CERTIFICATE OF
INCORPORATION OF A
LIMITED COMPANY**

Registered Number 117876

I HEREBY CERTIFY THAT

STRIDE GAMING PLC

**is this day incorporated as a public company
under the Companies (Jersey) Law 1991**

Dated this 25 February 2015

A handwritten signature in blue ink that reads "Juhan Lamb".

For and on behalf of the Registrar



Authentication ID
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Jersey Financial
Services Commission
Companies Registry

117876

25 February 2015

On the basis of the information supplied to the Jersey Financial Services Commission ("the Commission"), CONSENT IS HEREBY GRANTED, pursuant to the Control of Borrowing (Jersey) Order, 1958, as amended, to

STRIDE GAMING PLC ("the Company")

to issue an unlimited number of shares.

This consent is issued subject to the following condition

That, subject to the exceptions detailed, the prior approval of an officer of the Commission be sought and obtained for any change in the ownership and/or control of the Company, including:

- a) any issue of shares other than to the beneficial owners (or their nominees) named in the application for this consent;
- b) any transfer of, or granting options over, or any dealing in, the shares by the beneficial owners named in the application for this consent.

This condition does not apply:

- i) where the Company is provided with any company administration, trustee or fiduciary services, as defined in Article 2 (3) and (4) of the Financial Services (Jersey) Law 1998, as amended, by a person registered under that Law; or
- ii) where the combined effect of all changes to the ownership/control of the Company is that any person holds less than 25% of the legal ownership and/or control of the Company; or
- iii) where the change of ownership and/or control relates only to the creation or enforcement of a security interest over shares, in accordance with the Security Interests (Jersey) Law 1983, as amended, or the Security Interests (Jersey) Law 2012, as amended, or any other security governed by foreign law, or
- iv) where the Company is listed on the AIM or main market of the London Stock Exchange or any other recognised stock exchange.

Authentication ID

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PO Box 111 14-18 Castle Street St Helier Jersey JE4 9QD

T: +44 (0)1534 822030 Regulatory Misconduct Whistleblowing Line: +44 (0)1534 887557

E: registry@jerseyfsc.org W: www.easycompanyregistry.je Take command of your finances: www.ProtectYourMoney.je



Personal data provided to the Commission - a data controller as defined in the Data Protection (Jersey) Law 2005 - will be used by the Commission to discharge its statutory, administrative and operational functions. Further information may be found in the Commission's Data Protection policy, copies of which are available on request from the Commission and which may also be found on www.jerseyfsc.org

Registrar: John Harris BA (Hons), FCIB. Deputy Registrar: Julian S Lamb FCCA, FCSI

STRIDE GAMING PLC

25 February 2015

The granting of this consent must not be taken to imply that any other consents required by the Company from the Commission will necessarily be forthcoming.

It must be distinctly understood that, in giving this consent, the Commission takes no responsibility for the financial soundness of any schemes or for the correctness of any statements made, or opinions expressed, with regard to them.



For and on behalf of the
Jersey Financial Services Commission

Authentication ID

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