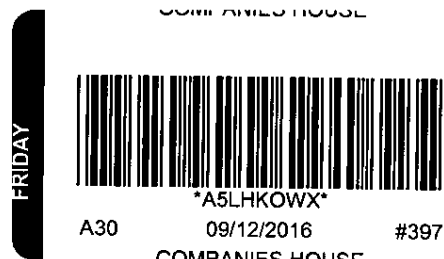


**MINUTES OF THE MEETING OF THE BOARD OF DIRECTORS OF  
PROBABILITY GAMES CORPORATION LTD ("THE COMPANY")  
REGISTERED COMPANY NUMBER: 04724172**

Held at 52 Brook Street, London, W1K 5DS  
On 6 December 2016 at 10 00 hrs  
Present Charles Cohen (Chairman)  
Robert Jones  
In attendance Phil Hemming (Cork Gully LLP)



**1 NOTICE AND QUORUM**

The Chairman reported that due notice of the meeting had been given and that a quorum was present. Accordingly the Chairman declared the meeting open.

**2 REPORT ON THE COMPANY'S POSITION**

The Chairman produced to the meeting a report on the Company's position and the reasons why it was considered advisable to wind up the Company. After discussion, it was resolved that the winding up should be proceeded with.

**3 DECLARATION OF SOLVENCY**

A declaration of solvency in Form 4 70 was produced to the meeting by the Chairman. This included a statement of the assets and liabilities of the Company as at 6 December 2016 which, after discussion, was agreed to be the latest practicable date as at which the statement could be prepared.

The Company's financial position was discussed and it was agreed that the Company should be able to pay all of its debts in full together with interest at the official rate as defined in section 251 of the Insolvency Act 1986 within a period of 12 months from the commencement of the winding up and that the directors were not aware of any circumstances or liabilities which would render this unlikely or impossible.

It was resolved that Charles Cohen and Robert Jones ("the Directors"), being all of the directors of the Company, should swear the declaration of solvency on behalf of the Board immediately following the meeting and under the provisions of the Statutory Declarations Act 1835.

It was resolved that Cork Gully LLP be instructed to file the completed and sworn declaration of solvency with the Registrar of Companies.

**4 CHANGE OF REGISTERED OFFICE**

It was resolved that the registered office of the Company be changed to c/o Cork Gully LLP, 52 Brook Street, London, W1K 5DS.

**5 WRITTEN RESOLUTIONS PROPOSED TO BE CIRCULATED TO THE MEMBERS OF THE COMPANY**

It was resolved that the following resolutions should be circulated, as written resolutions, to all shareholders of the Company entitled to vote on such resolutions:

- a) AS A SPECIAL RESOLUTION that the Company be wound up voluntarily
- b) AS AN ORDINARY RESOLUTION that Stephen Cork and Joanne Milner both of Cork Gully LLP of 52 Brook Street, London, W1K 5DS be and are hereby appointed as Joint Liquidators for the purposes of such winding up and that any power conferred on them by law or by this resolution, may be exercised and any act required or authorised under any enactment to be done by them, may be done by them jointly or by each of them alone
- c) AS A SPECIAL RESOLUTION that the Joint Liquidators be authorised under the provisions of section 165 of the Insolvency Act 1986 to exercise the powers laid down in paragraph 2 Part I of Schedule 4 to the Insolvency Act 1986, namely to make compromises with those who may have

claims against the Company

- d) AS A SPECIAL RESOLUTION that the Joint Liquidators be authorised to divide all or such part of the assets of the Company in specie amongst the members of the Company
- e) AS AN ORDINARY RESOLUTION that Charles Cohen be authorised to sign the Certificate of Appointment of Liquidators on behalf of the shareholders of the Company
- f) AS AN ORDINARY RESOLUTION that Cork Gully LLP and the Joint Liquidators be paid their fees on a time cost basis, plus VAT and disbursements, in respect of providing the Services listed in the engagement letter dated 5 August 2016 and subject to the terms contained therein

**6 OTHER MATTERS**

The Chairman was authorised to sign these minutes as a true record of the proceedings

There being no further business, the Chairman declared the meeting closed



Charles Cohen  
Chairman

6 December 2016