



**GAMING INNOVATION GROUP INC.**

**MINUTES OF A SPECIAL MEETING  
OF THE STOCKHOLDERS**

**September 23, 2024**

Pursuant to notice duly given, a special meeting of the stockholders of Gaming Innovation Group Inc., a Delaware corporation (the “Corporation”), was held in Stockholm, Sweden at 11:00 a.m. CET on September 23, 2024.

Mr. Mikael Riese Harstad, Chairman, welcomed the stockholders of the Corporation (the “Stockholders”) and provided information on the agenda of the special meeting. There were no objections to the calling of the special meeting or the agenda, and Mr. Harstad was elected as chairman of the special meeting.

Mr. Tore Formo was present as inspector of elections to oversee the votes cast at the meeting. Mr. Formo certified that the following voting shares were present:

Total Shares Outstanding	134,707,974
Total Shares Entitled to Vote	134,707,974
Total Shares Present or Represented by Proxy	77,295,985
Percentage of Shares Present or Represented by Proxy of Shares Entitled to Vote	57.38%

Mr. Harstad opened the meeting, and Mr. Peter Nylander and Mr. Hesam Yazdi were appointed to co-sign the minutes with the chairman of the meeting.

Upon motions duly made, the following resolutions were passed by a majority of the stockholders:

**I. To consider and approve the Corporation’s Amended and Restated Certificate of Incorporation.**

**RESOLVED**, that the Corporation’s Amended and Restated Certificate of Incorporation will be amended to reflect (i) a decrease in the par value of each share of Common Stock of the Corporation (the “Common Stock”) from \$1.00 per share to \$0.001 per share and (ii) a change in the name of the Corporation to Gentoo Media Inc.; and it is further

**RESOLVED**, that the Amended and Restated Certificate of Incorporation, attached hereto as Exhibit A (the “Restated Certificate”), is approved.



Mr. Formo certified that the votes were cast as follows:

	Number of Shares	Percentage of Shares Present or Represented by Proxy	Percentage of Shares entitled to vote
For:	77,295,985	100.00%	57.38%
Against:	0	0.00%	0.00%
Abstain:	0	0.00%	0.00%

**II. To consider and approve the Plan of Separation and the Distribution in Kind.**

**RESOLVED**, that the restructuring of the Corporation and certain of its subsidiaries and assets as further described in the Plan of Separation, attached to the Notice of a Special Meeting of Shareholders dated September 4, 2024 is approved; and it is further

**RESOLVED**, that subject to the filing of the Restated Certificate, a distribution of a special in-kind dividend payable from the surplus of the Corporation on each share of Common Stock (the “**Distribution in Kind**”) shall be distributed, in accordance with the Plan of Separation, to the holders of record of the issued and outstanding shares of Common Stock as of the close of business today, or on any other date as the Board of Directors may decide.

Mr. Formo certified that the votes were cast as follows:

	Number of Shares	Percentage of Shares Present or Represented by Proxy	Percentage of Shares entitled to vote
For:	77,295,985	100.00%	57.38%
Against:	0	0.00%	0.00%
Abstain:	0	0.00%	0.00%

**III. To consider and approve the appointment of a new Board member.**

**RESOLVED**, that Tomasz Juroszek is elected to the Board of Directors of the Corporation (the “**Board**”).



Mr. Formo certified that the votes were cast as follows:

	Number of Shares	Percentage of Shares Present or Represented by Proxy	Percentage of Shares entitled to vote
For:	73,459,083	95.04%	54.53%
Against:	3,836,902	4.96%	2.85%
Abstain:	0	0.00%	0.00%

**IV. General Matters**

There were no other matters or other business that have come properly before the meeting or any adjournment of the meeting.

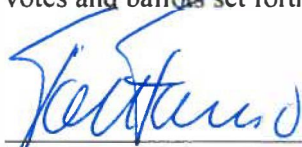
There being no further business to come before the meeting, it was, by motion duly made and seconded, adjourned around 11:50 a.m.

  
Mikael Riese Harstad

  
Peter Nylander

  
Hesam Yazdi

I hereby certify that the number of shares represented at the special meeting and the count of the votes and ballots set forth above, are true and correct.

  
Tore Formo  
Inspector of Elections

**AMENDED AND RESTATED  
CERTIFICATE OF INCORPORATION  
OF  
GENTOO MEDIA INC.**

GENTOO MEDIA INC., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware (the “**General Corporation Law**”), does hereby certify as follows:

1. The name of the corporation is Gentoo Media Inc. (the “**Corporation**”). The Corporation was originally incorporated under the name Advanced Compression Technologies, Inc. and the original Certificate of Incorporation of the Corporation was filed with the Secretary of State of the State of Delaware on September 10, 1992, as a stock corporation. The Directors of the Corporation have been elected and qualified.

2. Pursuant to Sections 242 and 245 of the General Corporation Law, this Amended and Restated Certificate of Incorporation (this “**Certificate of Incorporation**”) restates and integrates and further amends the provisions of the Amended and Restated Certificate of Incorporation of the Corporation, which was filed with the Secretary of State of the State of Delaware on January 20, 2022 (the “**Existing Certificate**”). This Certificate of Incorporation was duly adopted in accordance with Sections 242 and 245 of the General Corporation Law.

3. The text of the Existing Certificate as heretofore amended or supplemented is hereby restated and further amended to read in its entirety as follows:

**ARTICLE I**

The name of the corporation is Gentoo Media Inc.

**ARTICLE II**

The registered office of the Corporation is to be located at Corporation Trust Center, 1209 Orange Street in the City of Wilmington, in the County of New Castle, in the State of Delaware. The name of its registered agent at that address is The Corporation Trust Company.

**ARTICLE III**

The purpose of the Corporation is to engage in any lawful act or activity for which a corporation may be organized under the General Corporation Law.

**ARTICLE IV**

The total number of shares of stock which the Corporation is authorized to issue is one hundred and fifty million (150,000,000) shares of Common Stock, par value of \$0.001 per share.

## **ARTICLE V**

The Corporation is to have perpetual existence.

## **ARTICLE VI**

No director of the Corporation shall be personally liable to the Corporation or its stockholders for, monetary damages for breach of fiduciary duty as a director; provided, however, that this limitation shall not eliminate or limit the liability of the directors (i) for any breach of the director's duty of loyalty to the Corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under section 174 of the General Corporation Law, or (iv) for any transaction from which the director derived an improper personal benefit; provided, further, that this limitation shall not eliminate or limit the liability of a director for any act or omission occurring prior to the date when this Article VI became effective. If the General Corporation Law is hereafter amended to authorize corporate action further limiting or eliminating the personal liability of directors, then the liability of each director of the Corporation shall be limited or eliminated to the full extent permitted by the General Corporation Law as so amended from time to time.

Neither the amendment nor repeal of this section, nor the adoption of any provision of the Certificate of Incorporation inconsistent with this Section, shall eliminate or reduce the effect of this Section in respect of any matter occurring, or any cause of action, suit or claim that, but for this Section, would accrue or arise, prior to such amendment, repeal or adoption of an inconsistent provision.

## **ARTICLE VII.**

Section 1. Indemnification by Corporation. The Corporation shall indemnify any person who is or was a director or officer of the Corporation with respect to actions taken or omitted by such person in any capacity in which such person serves the Corporation, to the full extent authorized or permitted by law, as now or hereafter in effect, and such right to indemnification shall continue as to a person who has ceased to be a director or officer, as the case may be, and shall inure to the benefit of such person's heirs, executors, and personal and legal representatives; provided, however, that, except for proceedings to enforce rights to indemnification, the Corporation shall not be obligated to indemnify any person in connection with a proceeding (or part thereof) initiated by such person unless such proceeding (or part thereof) was authorized in advance, or unanimously consented to, by the Board of Directors of the Corporation.

Directors and officers of the Corporation shall have the right to be paid by the Corporation expenses incurred in defending or otherwise participating in any proceeding in advance of its final disposition.

The Corporation may, to the extent authorized from time to time by the Board of Directors, provide rights to indemnification and to the advancement of expenses to employees and agents of the Corporation.

The rights to indemnification and to the advancement of expenses conferred in this Section shall not be exclusive of any other right that any person may have or hereafter acquire under this Certificate of Incorporation, the by-laws, any statute, agreement, vote of stockholders or disinterested director, or otherwise.

Any repeal, or modification of this Section by the stockholders of the Corporation shall not adversely affect any rights to indemnification and to the advancement of expenses of a director or officer of the Corporation, existing at the time of such repeal or modification with respect to any acts or omissions occurring prior to such repeal or modification.

Section 2. Insurance. By action of the Board of Directors, notwithstanding any interest of the directors in the action, the Corporation may purchase and maintain insurance, in such amounts as the Board of Directors deems appropriate, on behalf of any person who is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent (including trustee) of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against him and incurred by him in any such capacity, or arising out of his status as such, whether or not the Corporation shall have the power to indemnify him against such liability under the provisions of this Article.

**ARTICLE VIII**

The Corporation reserves the right to amend, alter, change or repeal any provisions contained in this Certificate of Incorporation in the manner now or hereafter prescribed by law, and all the provisions of the Certificate of Incorporation and all rights and powers conferred in this Certificate of Incorporation on stockholders, directors and officers are subject to this reserved power.

**IN WITNESS WHEREOF**, said corporation has caused this certificate to be signed this 23th day of September, 2024.

GENTOO MEDIA INC.

By: \_\_\_\_\_  
Name:  
Title: