

DEVILFISH GAMING PLC

Notice of 2011 AGM

Notice is hereby given that the 2011 Annual General Meeting of Devilfish Gaming plc will be held on **Wednesday 28 December 2011 at 12.00 p.m.**, or at any adjournment thereof, at 29A Stamford New Road, Altrincham, Cheshire, WA14 1EB to consider the following business:

Ordinary business

1. To receive the Directors' report and accounts for the period ended 30 June 2011.
2. To re-appoint Hart Shaw LLP as the Company's auditors.
3. To authorise the Directors to set the auditors' remuneration.
4. To re-elect Richard Walker as a Non Executive Director of the Company.
5. To confirm that no dividend is to be paid.
6. To approve the directors' remuneration policy.

Special business

7. THAT the Directors of the Company be and are hereby generally and unconditionally authorised for the purposes of section 551 of the Companies Act 2006 (the "2006 Act") to exercise all the powers of the Company to allot any shares in the Company or to grant any rights to subscribe for or to convert any security into shares in the Company up to a maximum aggregate number of 22,000,000 ordinary shares of 1p each, provided that this authority shall, unless renewed, varied or revoked by the Company in general meeting, expire on 12 months from the date of this resolution or at the Company's next AGM if earlier, but the Company may, before such expiry make an offer or agreement which would or might require relevant securities to be allotted after such expiry, and the Directors may allot relevant securities in pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution has expired. This authority is in substitution for all previous authorities conferred upon the Directors pursuant to section 549 of the 2006 Act (or equivalent provisions of the Companies Act 1985) to the extent unused, but without prejudice to the allotment of any relevant securities already made or to be made pursuant to such authorities.
8. THAT subject to the passing of Resolution 8 the directors of the Company be and are hereby authorised and empowered to allot equity securities (within the meaning of section 560(1) of the 2006 Act) of the Company as if section 561 of the 2006 Act did not apply to such allotment, provided that this power shall be limited to the allotment of equity securities:

(a) the allotment of equity securities in connection with a rights issue, open offer or any other pre-emptive offer in favour of holders of equity securities where the equity securities respectively attributable to the interests of such holders are proportionate (as nearly as may be) to the respective amounts of equity securities held by them subject only to such exclusions or other arrangements as the Directors of the Company may consider appropriate to deal with fractional entitlements or legal or practical difficulties under the laws or the rules or regulations of any jurisdiction, stock exchange or other regulatory body whatsoever; and

(b) the allotment (otherwise than pursuant to subparagraph (a) above) of equity securities which are or are to be wholly paid up in cash to an aggregate nominal amount of £220,000 and provided further that the authority and power conferred by this Resolution shall expire at the conclusion of the next Annual General Meeting of the Company or upon the expiry of the period of 12 months from the passing of this resolution, whichever is the earlier, unless such authority is revoked, varied, renewed or extended at or prior to such time, save that the Company may before such expiry make any offer or agreement or which would or might require the allotment of shares in the Company or the grant of rights to subscribe for or to convert any security into shares in the Company after such expiry and the Directors of the Company may act in pursuance of such an offer or agreement as if the authority conferred hereby had not expired.

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. If you are in any doubt about its contents or the action you should take, you are recommended to seek your own personal financial advice from your stockbroker, bank manager, solicitor, accountant or other independent financial adviser duly authorised under the Financial Services and Markets Act 2000 if you are taking advice in the United Kingdom or, if not, from another appropriately authorised independent professional adviser.

If you have sold or otherwise transferred all of your Shares, please forward this document together with the accompanying Form of Proxy as soon as possible to the purchaser or transferee, or to the stockbroker, bank or other agent through whom the sale or transfer was effected, for transmission to the purchaser or transferee. If you have sold part only of your holding of Shares, please consult the bank, stockbroker or other agent through whom the sale or transfer was effected as to the action you should take.

Notes:

1. General

The Notice of AGM is an important document. If there is anything you do not understand then you should consult with the appropriate professional adviser. If you have any questions regarding how to attend and/or vote at the AGM then please contact the Registrar.

If you have recently sold all of your Devilfish Gaming plc Shares then please send this document and the enclosed forms to the person who sold the Shares for you. They can then send them to the new owner of the Shares.

The business of the meeting is set out in the AGM notice and a summary of and explanation for each resolution is set out in the enclosed sheet.

Biographies of the Directors recommended for re-election are set out in the "Directors' Details" sheet. The Board unanimously recommends the re-appointment of these Directors.

2. Right of attendance

To have the right to come and vote at the AGM, you must be a Shareholder of Devilfish Gaming plc, holding Shares entered on the Company's register of members **by 12.00 p.m. on 23 December 2011.**

3. Voting

Entitlement to attend and vote/Appointment of proxies

Shareholders may attend the AGM in person and vote on a show of hands or on a poll. A Shareholder entitled to attend and vote at the AGM may also appoint a proxy to attend, speak and vote in his/her place 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.

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 will need to appoint your own choice of proxy (not the Chairman) and give your instructions directly to them.

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 should contact the Company's Registrars, Share Registrars Limited at Suite E, First Floor, 9 Lion and Lamb Yard, Farnham, Surrey GU9 7LL, or by telephone: 01252 821390.

A vote withheld is not a vote in law, which means that the vote will not be counted in the calculation of votes for or against the resolution. If no voting indication is given, your proxy will vote or abstain from voting at his or her discretion. Your proxy will vote (or abstain from voting) as he or she thinks fit in relation to any other matter which is put before the Meeting.

The notes to the proxy form explain how to direct your proxy how to vote on each resolution or withhold their vote.

To appoint a proxy using the proxy form, the form must be:

- completed and signed;
- sent or delivered to Share Registrars Limited at Suite E, First Floor, 9 Lion and Lamb Yard, Farnham, Surrey GU9 7LL or by fax to 01252 719232; and
- received by Share Registrars Limited **no later than 12.00 p.m. on 23 December 2011.**

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.

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.

Appointment of proxy by joint members

In the case of joint holders, where more than one of the joint holders purports to appoint a proxy, only the appointment submitted by the most senior holder will be accepted. Seniority is determined by the order in which the names of the joint holders appear in the Company's register of members in respect of the joint holding (the first-named being the most senior).

Changing proxy instructions

To change your proxy instructions simply submit a new proxy appointment using the methods set out above. Note that the cut-off time for receipt of proxy appointments (see above) also apply in relation to amended instructions; any amended proxy appointment received after the relevant cut-off time will be disregarded.

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

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 Share Registrars Limited at Suite E, First Floor, 9 Lion and Lamb Yard, Farnham, Surrey GU9 7LL to be received by **no later than 12.00 p.m. on 23 December 2011**. 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.

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

4. Documents for inspection

Copies of the following documents will be available for inspection on the day of the meeting:

- Memorandum and Articles of Association;
- Executive Directors' Service Agreements;
- Non-Executive Directors' Letters of Appointment;
- The signed Report and Accounts for the period ended 30 June 2011;
- Register of Members.

If you have sold or transferred all your shares, this notice and the accompanying proxy form should be passed to the person through whom the sale or transfer was made for transmission to the purchaser or transferee.

2011 Agenda Resolutions Explanation

Ordinary Business

Resolution 1 – To receive the Directors' report and accounts for the period ended 30 June 2011 (ordinary resolution).

The Directors are required by law to present the report and accounts for the period ended 30 June 2011 to Shareholders to formally receive them. This gives Shareholders the opportunity to raise any questions about the 2011 accounts and accompanying reports and statements.

Resolution 2 – To re-appoint the auditors (ordinary resolution)

The Company is required to appoint an auditor at each general meeting at which accounts are laid before the Company, to hold office until the conclusion of the next such meeting. The Directors are recommending the reappointment of Hart Shaw LLP as auditors of the Company.

Resolution 3 – To authorise the Directors to set the auditors' remuneration (ordinary resolution)

The resolution authorises the Directors to set the remuneration payable to the auditors, in accordance with best practice.

Resolutions 4 – To re-appoint a Director of the Company (ordinary resolutions)

The resolution deals with the re-appointment of the named Director below. The Board believes that it is in the best interests of the Company to re-appoint the Director.

R Walker: at each annual general meeting of the Company one third of the Directors who are subject to retirement by rotation or, if their number is not three or a multiple of three, the number nearest to but not exceeding one third shall retire from office. Of the current two appointed directors Mr Walker has been longest in office since re-appointment. Mr Walker seeks re-appointment at the AGM.

Resolution 5 – To confirm no dividend to be paid (ordinary resolution)

The Company having made a loss in its first period does not recommend the payment of a dividend.

Resolution 6 – To approve the Directors' remuneration policy (ordinary resolution)

The Directors of the Company collectively determine the remuneration policy of the Directors. The Directors operate within a framework to recruit and retain individuals of a high calibre to lead and develop a growing company.

Special Business

Resolution 7 - To authorise the Directors to allot shares up to an aggregate nominal amount of £220,000 (22,000,000 ordinary shares of 1p each) provided that this authority is for a period expiring 12 months from the date of this resolution or at the Company's next AGM if earlier (ordinary resolution)

That:

a) the Directors of the Company be and are hereby generally and unconditionally authorised for the purposes of section 551 of the Companies Act 2006 (the Act) to exercise all the powers of the Company to allot any shares in the Company or to grant any rights to subscribe for or to convert any security into shares in the Company up to a maximum aggregate number of 22,000,000 ordinary shares of 1p each in the capital of the Company which authority shall expire at the conclusion of the Annual General Meeting of the Company which takes place in 2012 or upon the expiry of the period of 12 months from the passing of this resolution, whichever is the earlier (unless such authority is revoked, varied, renewed or extended at or prior to such time) save that, before the expiry of such authority, the Directors of the Company may make an offer or agreement which would or might require the allotment of shares in the

Company or the grant of rights to subscribe for or to convert any security into shares in the Company after such expiry and the Directors of the Company may act in pursuance of such an offer or agreement as if the authority conferred hereby had not expired; and

b) the authority conferred by this resolution be in substitution for all existing authorities granted to the Directors of the Company pursuant to section 549 of the 2006 Act.

Resolution 8 – To disapply pre-emption rights (special resolution).

That the Directors of the Company be and are hereby authorised and empowered to allot equity securities (within the meaning of section 560(1) of the 2006 Act) of the Company pursuant to the authority conferred by resolution 8 above as if section 561 of the 2006 Act did not apply to such allotment provided that the authority and power contained in this resolution shall be limited to:

a) the allotment of equity securities in connection with a rights issue, open offer or any other pre-emptive offer in favour of holders of equity securities where the equity securities respectively attributable to the interests of such holders are proportionate (as nearly as may be) to the respective amounts of equity securities held by them subject only to such exclusions or other arrangements as the Directors of the Company may consider appropriate to deal with fractional entitlements or legal or practical difficulties under the laws or the rules or regulations of any jurisdiction, stock exchange or other regulatory body whatsoever; and

b) the allotment (otherwise than pursuant to subparagraph (a) above) of equity securities which are or are to be wholly paid up in cash to an aggregate nominal amount of £220,000 and provided further that the authority and power conferred by this Resolution shall expire at the conclusion of the Annual General Meeting of the Company which takes place in 2012 or upon the expiry of the period of 12 months from the passing of this resolution, whichever is the earlier, unless such authority is revoked, varied, renewed or extended at or prior to such time, save that the Company may before such expiry make any offer or agreement or which would or might require the allotment of shares in the Company or the grant of rights to subscribe for or to convert any security into shares in the Company after such expiry and the Directors of the Company may act in pursuance of such an offer or agreement as if the authority conferred hereby had not expired.

Devilfish Gaming plc

Proxy card 2011 Annual General Meeting

Name of Shareholder (Block Capitals).....
 Address of Shareholder.....

I / We appoint the chairman of the AGM, or the following person:.....
 as my / our proxy to attend and vote on my/our behalf at the **AGM to be held on Wednesday, 28 December 2011 at 12.00 p.m.** and at any adjournment thereof.

Please indicate how you wish to vote on each of the resolutions by completing the appropriate boxes with ' X '.

		For	Against	Vote withheld
Ordinary Resolutions				
1	To receive the accounts and reports of the Directors and Auditors for 2011	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2	To re-appoint Hart Shaw LLP as the Company's auditors	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3	To authorise the Directors to set the auditors' remuneration	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4	To re-elect Richard Walker as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5	To confirm no dividend be paid	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6	To approve the Directors' remuneration policy	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Special Resolutions				
7	To authorise the Directors to allot shares up to the recommended amount	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8	To authorise the Directors to disapply pre-emption rights on Directors' allotment	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

.....
 Signature of shareholder or common seal or signature of an authorised officer of corporate shareholder

.....
 Date

Notes to the proxy form:

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 a general meeting of the Company. You can only appoint a proxy using the procedures set out in these notes.

2. 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.

3. 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.

4. 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, please contact the Company's Registrars, Share Registrars Limited at Suite E, First Floor, 9 Lion and Lamb Yard, Farnham, Surrey GU9 7LL, or by telephone: 01252 821390.

5. To direct your proxy how to vote on the resolutions mark the appropriate box with an 'X'. To abstain from voting on a resolution, select the relevant "Vote withheld" box. A vote withheld is not a vote in law, which means that the vote will not be counted in the calculation of votes for or against the resolution. If no voting indication is given, your proxy will vote or abstain from voting at his or her discretion. Your proxy will vote (or abstain from voting) as he or she thinks fit in relation to any other matter which is put before the meeting.

6. To appoint a proxy using this form, the form must be:

- completed and signed;
- sent or delivered to the Company's Registrars, Share Registrars Limited at Suite E, First Floor, 9 Lion and Lamb Yard, Farnham, Surrey GU9 7LL, or by fax to 01252 719232; and
- received by Share Registrars Limited **no later than 12.00 p.m. on 23 December 2011.**

7. 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.

8. 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.

9. In the case of joint holders, where more than one of the joint holders purports to appoint a proxy, only the appointment submitted by the most senior holder will be accepted. Seniority is determined by the order in which the names of the joint holders appear in the Company's register of members in respect of the joint holding (the first-named being the most senior).

10. 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.

11. For details of how to change your proxy instructions or revoke your proxy appointment see the notes to the notice of meeting.