

SHARES' TRANSFER AGREEMENT

This Shares' Transfer Agreement (the "**Agreement**") shall be effective as of March 3, 2023 (the "**Effective Date**") by and between:

Vereeni Investments Limited, a company incorporated under the laws of Malta with company registration code C 82096, and whose registered address is at NOUV, Triq MRO Frank Galea, ZEBBUG ZBG 9019, Malta hereinafter the "**Transferor**", represented by Mr. Timothy John Heath, a director, Estonian identification code nr 37805200067;

Yolo Investments PCC Limited, a protected cell company incorporated under the laws of Guernsey with company registration number 70144 and regulated by the GFSC as a registered collective investment scheme, having its registered office address at First Floor, St Peter's House, Le Bordage, St Peter Port, GUERNSEY GY1 1BR (the "**PCC**"), acting solely in respect of the Gaming Fund Cell, a protected cell of the PCC, hereinafter the "**Transferee**"; and

Individually referred to as a "**Party**" and collectively as the "**Parties**".

WHEREAS:

- (A) The Transferor owns **33,614** ordinary shares (the "**Shares**") of the **Rhino Entertainment Group Ltd** (trading under CasinoDays), a company incorporated under the laws of Malta with company registration number C 94778 (the "**Company**").
- (B) The Transferor wishes to transfer (the "**Transfer**") the Shares to the Transferee and the Transferee wishes to acquire the Shares from the Transferor to fulfill their obligations arising from a framework agreement in respect of the restructuring of the Transferor, signed between the Transferor, the Transferee and certain other parties (the "**Framework Agreement**");
- (C) The Transfer falls within the concept of a Permitted transfer to an Affiliate as specified within clause 5.3.1 of the Shareholders Agreement ("**SHA**"); and
- (D) The Company has on or around on or about the date hereof expressly consented to the transfer of the Shares as provided in this Agreement.

THE PARTIES AGREE AS FOLLOWS:

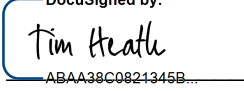
1. The Transferor transfers and the Transferee accepts the transfer of the Shares on the terms and conditions stipulated in this Agreement.

2. The Shares will be transferred from the Transferor to the Transferee as a non-monetary contribution on terms and conditions set forth in the Framework Agreement. The Transferor and the Transferee hereby record that the balance sheet value of the Shares is €1,200,070.
3. The full and unrestricted ownership and title to the Shares, free from all encumbrances and with all rights attached to the Shares, shall transfer from Transferor to the Transferee upon the Effective Date.
4. This Agreement shall be governed by the laws of Guernsey.

The Parties have executed this Agreement as of 3rd of March 2023.

THE TRANSFEROR:

Name: **Vereeni Investments Limited**

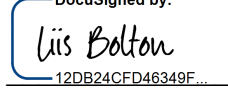
Signature:  ABAA38C0821345B...

Represented by: Tim Heath

Director

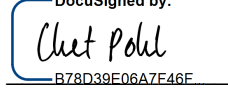
THE TRANSFEREE:

Name: Executed by **Yolo Investments PCC Limited acting in respect of the Gaming Fund Cell**

Signature:  12DB24CFD46349F...

Represented by: Liis Bolton

Director

Signature:  B78D39E06A7F46F...

Represented by: Chet Pohl

Director