ACTION BY SOLE DIRECTOR OF
HIGH ROLLER TECHNOLOGIES, INC.,
A Delaware Corporation

The undersigned, being the sole Director of High Roller Technologies, Inc., a Delaware corporation (the "Corporation"), acting pursuant to authority granted by the Delaware General Corporation Law, does hereby adopt and consent to the following recitals and resolutions, effective as of January 25, 2022, as if the same were adopted by at a duly noticed and validly held meeting of the Board of Directors:

Appointment of Director

WHEREAS, it is deemed to be in the best interests of the Corporation to appoint additional director to the Board of Directors of the Corporation (the "Board"); and

WHEREAS, it is deemed that the credentials, experience, talent, professionalism and integrity of Michael Cribari make him capable of discharging the duties of a director of the Corporation; and

WHEREAS, Mr. Cribari, has indicated a willingness to assume the position and accept the responsibilities of becoming a member of the Board.

NOW, THEREFORE, BE IT RESOLVED, that Mr. Cribari is hereby appointed as a member of the Board of Directors, effective upon his written acceptance of appointment as director.

Appointment of Secretary and Assistant Secretary

WHEREAS, Pouya Moghavem currently serves as the Secretary and Chief Operating Officer of the Corporation; and

WHEREAS, it is deemed to be in the best interests of the Corporation to appoint Mr. Cribari as Secretary and Brandon Eachus as Assistant Secretary of the Corporation.

BE IT RESOLVED that Mr. Moghavem is hereby separated from all positions with the Corporation effective immediately; and

BE IT RESOLVED FURTHER that Messrs. Cribari and Eachus are hereby appointed as Secretary and Assistant Secretary of the Corporation, to serve in accordance with the Bylaws of the Corporation and all applicable laws, until their successor is, or successors are, duly appointed and constituted; and

RESOLVED FURTHER, that Assistant Secretary shall have same authority as Secretary of the Corporation to execute and deliver documents and instruments and to do such acts and things as deemed necessary or desirable for the Corporation's business.

Approval of Sale of Shares to Investors

WHEREAS, it is deemed in the best interest of the Corporation to sell and issue to each of JDF Investments LLC, EBA Holdings LLC and LABA Equities LLC (each an "Investor" and collectively the "Investors") 666,667 shares of the Corporation's common stock, an aggregate of 2,000,001 shares of common stock, at a purchase price of $0.20 per share for an aggregate purchase price of $400,000.20 (the "Shares") pursuant to a share purchase agreement substantially in the form attached hereto as Exhibit A (the "SPA"); and

WHEREAS, each Investor has represented that it is an "accredited investor" within the meaning of the federal securities laws and is aware of the highly speculative and illiquid nature of an investment in the Corporation's securities; and

WHEREAS, each Investor is familiar with the operations and business plan of the Corporation and has further represented that it has had the opportunity to ask questions of management and to obtain such further information that it deemed relevant and appropriate to formulate an investment decision concerning the Corporation's securities.

BE IT RESOLVED that the Corporation is hereby authorized to issue, sell and deliver the Shares to the Investors substantially pursuant to the terms and conditions contained within the form of SPA; and

BE IT RESOLVED FURTHER, that each of the officers of the Corporation be, and they hereby are, authorized and directed to take all actions that may be necessary and appropriate for the Corporation to sell, issue and deliver shares to each Investor, in accordance with applicable laws, and that those actions shall include, without limitation, obtaining exemptions from qualification or qualifying these securities with the appropriate State and Federal authorities and issuing and executing a stock certificate or certificates, on which appropriate restrictive legends shall be placed, to evidence the issuance of shares.

Approval of Engagement Letters with Consultants and Auditors

WHEREAS, it is deemed to be in the best interests of the Corporation and its shareholders to ratify appointment of Centri Business Consulting, LLC (the "Consultant") to assist with preparation of financial statements and disclosures in accordance with Generally Accepted Accounting Principles for years ended December 31, 2021 and December 31, 2020 and for quarters ended March 31, 2022 and March 31, 2021; and

WHEREAS, it is deemed to be in the best interests of the Corporation and its shareholders to ratify appointment of WithumSmith+Brown, PC, an independent registered public accounting firm (the "Auditor"), as its outside auditor to audit the financial statements of the Corporation for the fiscal years ended December 31, 2021 and December 31, 2020 and to issue its report related thereto;

BE IT RESOLVED, that the that the retention and hiring of the Consultant substantially upon the terms attached hereto as Exhibit B, is hereby approved, ratified and authorized in all respects

BE IT RESOLVED, that the retention and hiring of the Auditor substantially upon the terms attached hereto as Exhibit C, is hereby approved, ratified and authorized in all respects.

Miscellaneous Resolutions

RESOLVED FURTHER, that each of the officers of the Corporation is authorized and directed to make such filings and applications, to execute and deliver such documents and instruments and to do such acts and things as such officer deems necessary in order to obtain such licenses, authorizations and permits as are necessary or desirable for the Corporation's business, to fulfill such legal requirements as are applicable to the Corporation or its business or to complete the foregoing resolutions; and

RESOLVED FURTHER, that any and all actions heretofore taken by any officer of the Corporation in connection with the matters contemplated by the foregoing resolutions be, and they hereby are, approved, ratified and confirmed in all respects as fully as if such actions had been presented to the undersigned for their approval prior to such actions being taken; and

RESOLVED FURTHER, that this Action of the Sole Director may be executed by facsimile signature and any such facsimile signature shall be deemed to be an original signature of the party or parties who executed in such manner; and

RESOLVED FURTHER, that this Action by Sole Director shall be maintained with the minutes of the proceedings of the Corporation's Board of Directors and the Shareholders.

IN WITNESS WHEREOF, the undersigned has executed this Action by Sole Director as of the date first set forth above.

____
Brandon Eachus, Director

ACCEPTANCE OF APPOINTMENT AS DIRECTOR AND SECRETARY

The undersigned, Michael Cribari, hereby accepts appointment as member of the Board of Directors and Secretary of High Roller Technologies, Inc., a Delaware corporation, effective as of January 31, 2022.

Michael Cribari
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MichaelCribari

ACCEPTANCE OF APPOINTMENT AS ASSISTANT SECRETARY

The undersigned, Brandon Eachus, hereby accepts appointment as the Assistant Secretary of High Roller Technologies, Inc., a Delaware corporation, effective as of January 26, 2022.

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Brandon Eachus

EXHIBIT A

Form of Share Purchase Agreement

EXHIBIT B

Centri Business Consulting, LLC Engagement Letter

EXHIBIT C

WithumSmith+Brown, PC Engagement Letter