

NOTICE OF EXTRA GENERAL MEETING IN TOADMAN INTERACTIVE AB (PUBL)

The shareholders of Toadman Interactive AB (publ), reg. no. 556923-2837, (the "**Company**") are hereby invited to the extra general meeting on Thursday 12 December 2019 at 09.00 a.m. CET at Baker & McKenzie's premises at Vasagatan 7 in Stockholm. The doors to the meeting will open at 08.45 a.m. CET.

Right to attend and notification

Shareholders who wish to attend the extra general meeting must:

- i. on the record date, which is Friday 6 December 2019, be registered in the share register maintained by Euroclear Sweden AB; and
- ii. notify the Company of their participation and any assistants (no more than two) in the general meeting no later than Friday 6 December 2019. The notification shall be in writing to Baker & McKenzie Advokatbyrå KB, Attn: Ian Gulam, Box 180, 101 23 Stockholm (kindly mark the envelope "Toadman EGM December 2019"), or via e-mail: ian.gulam@bakermckenzie.com. The notification should state the name, personal/corporate identity number, shareholding, share classes address and telephone number and, when applicable, information about representatives, counsels and assistants. When applicable, complete authorization documents, such as registration certificates and powers of attorney for representatives and assistants, should be appended the notification.

Nominee shares

Shareholders, whose shares are registered in the name of a bank or other nominee, must temporarily register their shares in their own name with Euroclear Sweden AB in order to be entitled to participate in the general meeting. Such registration, which normally is processed in a few days, must be completed no later than Friday 6 December 2019 and should therefore be requested from the nominee well before this date.

Proxy etc.

Shareholders represented by proxy shall issue dated and signed power of attorney for the proxy. If the proxy is issued by a legal entity, attested copies of the certificate of registration or equivalent authorization documents, evidencing the authority to issue the proxy, shall be enclosed. The proxy must not be more than one year old, however, the proxy may be older if it is stated that it is valid for a longer term, maximum five years. A copy of the proxy in original and, where applicable, the registration certificate, should in order to facilitate the entrance to the general meeting, be submitted to the Company by mail at the address set forth above and at the Company's disposal no later than Friday 6 December 2019. The proxy in original and, when applicable, the certificate of registration must be presented at the general meeting. A proxy form will be available on the Company's website, www.toadmaninteractive.com, and will also be sent to shareholders who so request and inform the Company of their postal address.

Draft agenda

1. Opening of the meeting and election of chairman of the meeting
2. Preparation and approval of voting list
3. Approval of the agenda
4. Election of one person to certify the minutes
5. Question whether the general meeting has been duly convened

6. Resolution regarding approval of the board of directors' resolution to issue new shares with deviation from the shareholders' preferential rights
7. Determination of number of directors, board remuneration and election of a new director
8. Closing of the meeting

Proposed resolutions

Item 1: Opening of the meeting and election of chairman of the meeting

The board of directors proposes that Ian Gulam, LL.M., Baker & McKenzie Advokatbyrå, is appointed as chairman of the general meeting.

Item 6: Resolution regarding approval of the board of directors' resolution to issue new shares with deviation from the shareholders' preferential rights

The board of directors proposes that the shareholders approve the board of directors' resolution from 26 November 2019 to issue a maximum of 9,117,640 shares, without preferential rights for the Company's shareholders as follows:

The total increase of the Company's share capital can amount to a maximum of SEK 364,705.60.

The subscription price for the new shares shall be app. SEK 0.04 per share, which corresponds to the quota value of the shares, in total SEK 364,705.60 if all shares are subscribed for.

Right to subscribe for the new shares, without the shareholders' preferential rights, shall be attributed to Carnegie Investment Bank AB (publ) on behalf of the shareholders who have lent shares in connection with the acquisition of Sold Out Sales & Marketing Limited.

Subscription shall be made at a subscription no later than on 12 December 2019. The board of directors is entitled to extend the subscription period.

Payment for subscribed shares shall be made no later than on 12 December 2019. The board of directors is entitled to extend the last day for payment.

The new shares will entitle to dividends for the first time on the record date for dividends that occurs following the registration of the new shares with the Swedish Companies Registration Office and Euroclear Sweden AB.

The purpose of the share issue and reason for the deviation from the shareholders' preferential rights is that the issue is made as part of the financing of the Company's acquisition of Sold Out. The reason for the deviation from the shareholders' preferential rights is also to broaden the shareholder base among Swedish and international investors of institutional character and at the same time raise capital in a time and cost-efficient manner through a book-building procedure carried out to finance the acquisition of Sold Out.

The new shares are issued at a subscription price of SEK 0.04 per share, corresponding to the quota value of the shares. The subscription price has been determined to be appropriate by the board of directors since Carnegie, has undertaken to, (i) deliver the shares to shareholders who have lent shares in connection with the book-building procedure and acquisition of Sold Out, and (ii) when the shares have been paid for and delivered on the settlement date to investors who have received shares in the book-building procedure, to transfer as a contribution to the Company an amount corresponding to the price determined in the book-building procedure of SEK 17.7881 per share deducted by the paid subscription price of SEK 0.04 per share offered in the book-building procedure.

Since this is determined as set out above, it is the board of directors' assessment that the subscription price in will be in accordance with market conditions.

The board of directors or anyone appointed by the board of directors is given the right to make the adjustments necessary in connection with the registration of the resolution at the Companies Registration Office and Euroclear Sweden AB.

Item 7: Determination of number of directors, board remuneration and election of a new director

It is proposed that the board of directors shall consist of five directors without deputies.

It is proposed that the for election proposed director shall receive the same remuneration as the other paid directors in accordance with the annual general meeting's resolution, whereby remuneration shall be paid with SEK 50,000.

It is proposed that Gunnar Lind is elected as a new director. All other directors Alexander Albedj (chairman), Robin Flodin, Marie-Louise Hellström Gefwert and Sven Folkesson remain.

Further information regarding the proposed director

Name: Gunnar Lind

Current assignments: Chairman of the board of Unlimited Travel Group UTG AB (publ), Explore Lofsdalen AB and Lofsdalsspår Ek. förening.

Previous assignments: Group CEO, CEO, COO and member of the board of Cherry AB. Chairman of the board of Soundhailer AB, Necomlabs Ltd, Sleepo AB (publ), Game Lounge Sweden AB and Cherry Spelglädje AB. Member of the board in Yggdrasil Gaming Sweden AB. Education in transportation and logistics and studies in economics.

Year of birth: 1958

Gunnar Lind may be considered independent from the Company and the management as well as the major shareholders of the Company.

Majority requirements

A resolution in accordance with item 6 requires support by shareholders holding not less than two-thirds of both the shares voted and of the shares represented at the general meeting.

Number of shares and votes

The total numbers of shares and votes in the Company on the date of this notice are 22,091,519. The Company holds no own shares.

Other

The complete proposals, proxy form and documents according to Ch. 13 § 6 of the Swedish Companies Act are available at least two weeks in advance of the meeting at the Company at Sveavägen 20, 6tr and at the Company's website www.toadmaninteractive.com and will be sent to shareholders who request it and provide their e-mail or postal address.

The shareholders hereby notified regarding the right to, at the extra general meeting, request information from the board of directors and managing director according to Ch. 7 § 32 of the Swedish Companies Act.

Processing of personal data

For information on how personal data is processed in relation the meeting, see the Privacy notice available on Euroclear Sweden AB's website:

<https://www.euroclear.com/dam/ESw/Legal/Privacy-notice-bolagsstammorengelska.pdf>.

Stockholm November 2019
Toadman Interactive AB (publ)
The board of directors

For further information, please contact:

Robin Flodin, CEO
Phone: +46 70 477 06 34
robin@thetoadman.com

About Toadman

Toadman develops and markets PC, console and mobile games for the global games market. The Group employs 100+ game developers and creates their own original IP as well as consult for other game publishers around the world through their Game Development Division. In addition, the Group's Marketing Division has helped to release 1500+ titles, many are world renowned brands such as Call of Duty, Destiny, Dark Souls and Rage. The Group has its headquarter in Stockholm, Sweden with 200 employees in 6 offices world-wide.

Nasdaq First North Ticker Symbol: TOAD

Certified Adviser: Eminova Fondkommission AB, Phone: +46 8 684 211 00