

BEFORE THE NEVADA GAMING COMMISSION
AND THE STATE GAMING CONTROL BOARD

In the Matter of
AINSWORTH GAME TECHNOLOGY LIMITED
(Registration)

ORDER OF REGISTRATION

THIS MATTER came on regularly for hearing before the State Gaming Control Board (“Board”) on November 4, 2009, and before the Nevada Gaming Commission (“Commission”) on November 19, 2009, at Las Vegas, Nevada; and

THE BOARD AND COMMISSION having considered all information pertinent hereto;
IT IS HEREBY ORDERED BY THE NEVADA GAMING COMMISSION UPON THE
RECOMMENDATION OF THE STATE GAMING CONTROL BOARD:

1. THAT the following applications, as amended and supplemented, have been filed:
 - a. The applications of Ainsworth Game Technology Limited for (i) registration as a publicly traded corporation and (ii) licensure as a manufacturer and distributor,
 - b. The applications of Leonard Hastings Ainsworth for a finding of suitability as a beneficial owner and controlling beneficial owner of Ainsworth Game Technology Limited, and
 - c. The application of Margarete Charlotte Ainsworth for a finding of suitability as a beneficial owner of Ainsworth Game Technology Limited.
2. THAT Ainsworth Game Technology Limited is registered as a publicly traded corporation.

3. THAT Leonard Hastings Ainsworth is found suitable as a beneficial owner and controlling beneficial owner of Ainsworth Game Technology Limited.

4. THAT Margarete Charlotte Ainsworth is found suitable as a beneficial owner of Ainsworth Game Technology Limited.

5. THAT Ainsworth Game Technology Limited is licensed as a manufacturer and distributor, subject to such conditions or limitations as may be imposed by the Commission. Such licenses shall not be issued until Ainsworth Game Technology Limited has established its gaming compliance program as outlined in Paragraph 14 of this Order of Registration, and the gaming compliance program has been administratively approved by the Chairman of the Board.

6. THAT in addition to the requirements of NGC Regulation 16.330, and pursuant to NGC Regulation 16.330(6), Ainsworth Game Technology Limited shall provide to the Board the following:

a. A copy of all material documents filed by Ainsworth Game Technology Limited with the Australian Securities and Investments Commission, the Australian Stock Exchange, and any other foreign governmental agency which regulates the sale of its securities. These material documents include, but are not limited to, filings which are similar in nature and purpose to those filed by a domestic publicly traded corporation with the Securities and Exchange Commission ("SEC"), such as registration statements, proxy statements, information statements, annual and quarterly reports to stockholders, statements reflecting beneficial ownership, or any report involving insider trading, self-dealing, related third party transactions, fraud, market manipulations, short-swing profits, or margin accounts, which such documents may be filed pursuant to the Australian Corporations Act 2001, as amended, the Australian Stock Exchange Listing Rules or other applicable statutes or regulations;

b. A copy of all press releases issued by Ainsworth Game Technology Limited or a licensed subsidiary thereof, faxed to the Corporate Securities Division in Carson City, Nevada,

at or before the time of release, to be followed by the filing of a hard copy of any such press release within 5 business days after its release;

c. Within 10 business days of receipt, a true copy of all material documents received by Ainsworth Game Technology Limited from any national or regional securities exchange. In addition, Ainsworth Game Technology Limited shall promptly advise the Board of any inquiries or investigations undertaken by any national or regional securities exchange or any other such agency which regulates the sales of Ainsworth Game Technology Limited's securities; and

d. Any additional information which may be required to effectively and adequately investigate, monitor and regulate Ainsworth Game Technology Limited, its subsidiaries and its business and gaming activities, within 5 business days of receipt of a request (oral or written) by the Board and/or the Corporate Securities Division.

7. THAT if Ainsworth Game Technology Limited conducts an offering of securities, other than employee stock options, pursuant to Chapter 6D of the Australian Corporations Act 2001, as amended, and if the securities or the proceeds from the sale thereof are intended to be used for any of the purposes set forth in NGC Regulation 16.110(2), then Ainsworth Game Technology Limited shall comply with the provisions of NGC Regulations 16.100, 16.110, 16.115, 16.125, 16.130, and 16.140, which are hereby deemed applicable to Ainsworth Game Technology Limited as if it were a domestic publicly traded corporation.

8. THAT before any proxy or information statement is sent to the holders of the voting securities of Ainsworth Game Technology Limited which includes a discussion of the nature and scope of, and procedures under, the Nevada Gaming Control Act (the "Act") and the Commission Regulations (the "Regulations"), such proxy statement or information statement must be approved by the Board. A proxy statement or information statement is deemed to have been approved if it has been filed with the Board for at least 10 days and the Board has not issued a stop order during such period.

9. THAT Ainsworth Game Technology Limited shall not issue securities in the form of Bearer Bonds that are convertible into voting securities if as a result of the exercise of all conversions of such bonds, the holders thereof would own greater than 10% of the then outstanding voting securities of Ainsworth Game Technology Limited, without the prior approval of the Commission upon the recommendation of the Board.

10. THAT, pursuant to NRS 463.643(5), Ainsworth Game Technology Limited shall, at least annually, notify its security holders that any person who, individually or in association with others, has acquired, directly or indirectly, beneficial ownership of 5% or more of any class of Ainsworth Game Technology Limited voting securities, shall notify the Board in writing, within 10 days of knowledge of such acquisition. If Ainsworth Game Technology Limited becomes aware that any person, individually or in association with others, has acquired, directly or indirectly, beneficial ownership of 5% or more of any class of its voting securities, Ainsworth Game Technology Limited shall notify the Board in writing, within 10 days of knowledge of such acquisition.

11. THAT, pursuant to NRS 463.643(5), any person who, individually or in association with others, has acquired, directly or indirectly, beneficial ownership of 10% or more of any class of voting securities of Ainsworth Game Technology Limited, must apply to the Commission for a finding of suitability within 30 days after the Chairman of the Board mails written notice.

12. THAT Ainsworth Game Technology Limited shall annually notify its security holders of the nature and scope of, and procedures under, the Act and Regulations, in a written form approved by the Chairman of the Board or his designee.

13. THAT Ainsworth Game Technology Limited shall take the necessary actions to ensure the ability of the Board and the Commission to enforce the provisions of NGC Regulation 16.440(2)

14. THAT Ainsworth Game Technology Limited shall establish and maintain a gaming compliance program for the purpose of, at a minimum, performing due diligence, determining the

suitability of relationships with other entities and individuals, and to review and ensure compliance by Ainsworth Game Technology Limited, and its subsidiaries and any affiliated entities, with the Act, as amended, the Regulations, as amended, and the laws and regulations of any other jurisdictions in which Ainsworth Game Technology Limited, and its subsidiaries and any affiliated entities, may conduct gaming operations. The gaming compliance program, and amendments thereto, and the members of the gaming compliance committee, one such member who shall be independent and knowledgeable of the Act and Regulations, shall be administratively reviewed and approved by the Chairman of the Board or his designee. Ainsworth Game Technology Limited shall amend the gaming compliance program, or any element thereof, and perform such duties as may be requested or assigned by the Chairman of the Board or his designee, relating to a review of activities relevant to the continuing qualifications of Ainsworth Game Technology Limited, under the provisions of the Act and Regulations.

15. THAT Ainsworth Game Technology Limited shall fund and maintain with the Board a revolving fund in the amount of \$50,000 for the purpose of funding investigative reviews by the Board for compliance with the terms of this Order of Registration and any amendments thereto. Without limiting the foregoing, the Board shall have the right, without notice, to draw upon the funds of said account for the payment of costs and expenses incurred by the Board and its staff in the surveillance, monitoring and investigative review of all activities of Ainsworth Game Technology Limited and its affiliated companies.

16. THAT, pursuant to NRS 463.625, Ainsworth Game Technology Limited is exempted from compliance with NRS 463.585 through 463.615, inclusive, and shall instead comply with NRS 463.635, 463.637, 463.639(1)(a) and (2), and NRS 463.641 through 463.645, inclusive, and all other provisions of the Act that apply to publicly traded corporations registered with the Commission.

17. THAT Ainsworth Game Technology Limited is exempted from NGC Regulation 15 and shall instead comply with the provisions of NGC Regulation 16, and all other Regulations that apply to publicly traded corporations registered with the Commission.

18. THAT the Commission hereby expressly finds that: (i) pursuant to NRS 463.627(2), the business activities of Ainsworth Game Technology Limited are regulated in a manner which will prevent those activities from posing any threat to the control of gaming in the State of Nevada, and (ii) Ainsworth Game Technology Limited is regulated in a manner which protects the investors and the State of Nevada and that the Australian regulatory system complies with the factors set forth in NRS 463.633.

19. THAT the Commission hereby expressly finds that the exemptions and conditions herein are consistent with the State policy set forth in NRS 463.0129 and 463.489.

ENTERED at Las Vegas, Nevada, this 19th day of November 2009.