

NOTICE OF ANNUAL GENERAL MEETING IN TOTAL SPORTS ONLINE AS

Notice is hereby given that the Annual General Meeting in Total Sports Online AS (the "Company") will be held at the:

30 June 2009, at 09.00 hrs at Advokatfirma Ræder DA, Henrik Ibsens gate 100, Oslo, Norway

Recording of shareholders present, in person or by proxy. Chairman of the Board Mr. Morten Opstad will open the shareholders' meeting

The following issues will be considered and resolved:

- 1. Appointment of a chairman of the meeting and a person to co-sign the minutes from the shareholders' meeting.**
- 2. Approval of the notice to convene and the agenda of the shareholders' meeting**
- 3. Approval of the Annual Accounts for the 2008 fiscal year and Directors' report of the 2008 fiscal year**

It is proposed that the shareholders approve the Annual Accounts and Directors' Reports of the 2008 fiscal year as provided to the shareholders with this notice.

- 4. Authorization to acquire own shares specifically for cancellation through a share capital reduction**

It is proposed that the Board of Directors is granted authorization to acquire own shares on the following conditions.

The reason for the proposal is the problematic economical situation of the Company. The Company is today the parent company of a wholly-owned English subsidiary company Fast Web Media Ltd, and has no operations besides this. The Company has more than 2,500 shareholders, whereof a substantial number have less than 1,000 shares. Given the present share value, the latter shareholders have a limited economic interest in the Company. The large number of shareholders, compared with the financial situation in the Company, results in substantial administrative costs in order to fulfill its duties towards the shareholders. The Company does not generate revenues to cover these costs and will be dependent on the injection of equity capital so long as Fast Web Media Ltd does not have a cash flow which can be applied in the parent company. The Company has still a free equity capital consisting of paid-up share capital, which is converted from share capital and share premium account, so that the Company has the means for acquiring own shares.

It is therefore proposed that:

The Board of Directors is granted an authorization to acquire own shares with a total sum not exceeding NOK 2,899,913.25. The authorization is valid until 31 March 2010. The Company shall pay NOK 0.05 per share, which then is the highest and lowest price for the shares that are redeemed. The offer for redemption is made to all shareholders,

and the shareholders are given the choice between NOK 0.05 per share in cash or the corresponding value with one share in Fast Web Media Ltd. in exchange for one share in the Company (or an equivalent shareholding in a UK holding company that would own 100 % of the shares in Fast Web Media Ltd). The shareholders that abstain from choosing between the options are deemed to have accepted redemption by payment in cash. Shareholders entitled to a payment in cash of less than NOK 15 have, unless otherwise demanded by the shareholders in question, assigned the payment claim to the Salvation Army, which shall receive payment of the accumulated amount.

The deadline set for response by the shareholder is 16 July 2009, whereafter the Company shall be listed as the owner of the shares in the Norwegian Registry of Securities (VPS). The Board of Directors is authorized to refuse redemption of a number of shares for shareholders holding more than 1 million shares in order to secure the legal requirement for a minimum share capital, provided that coverage shall be allocated pro rata on these shareholders based on number of shares owned. The acquired shares shall immediately following resolution of a share capital reduction be cancelled in accordance with the Limited Liability Companies Act § 12-1 first paragraph No. 2, second alternative.

In this manner, the shareholders who wish to have their investment redeemed are given such an opportunity, while the shareholders who wish to continue their investment can do so directly in the UK operating company (or through a UK holding company that would own 100 % of the shares in Fast Web Media, Ltd). Further, Fast Web Media Ltd. will be able to continue operations and business development without substantial administrative costs being incurred in Norway.

5. Authorization to the Board to issue new shares

On the basis of the Board's proposal under agenda item 4, the Board proposes that the general meeting grants an authorization to the Board to issue new shares in order to ensure that the statutory requirement of a minimum share capital is satisfied. The statutory minimum share capital is NOK 100,000. As part of the restructuring the Board proposes that an authorization is granted for such purpose, whereby new shares can be issued to one or more parties, who can be existing or new shareholders.

The Board proposes the following resolution by the Annual General Meeting:

"1. The Board of Directors of Total Sports Online AS ("the Company") is authorized to accomplish a share capital increase by subscription for new shares. The total amount by which the share capital may be increased is NOK 100,000. Any previous authorizations given to the Board to issue shares shall be, and hereby are, withdrawn with effect from the date this authorization is registered in the Register of Business Enterprises.

2. The instant authorization may be used to issue shares to one or more parties, who can be existing or new shareholders, in order to ensure that the statutory requirement of a minimum share capital is satisfied in connection with the restructuring proposed in agenda item 4 above.

3. In the event the Company's share capital is changed by way of a capitalization issue, stock split, stock consolidation etc., the maximum nominal value of the shares that may be issued under this authorization shall be adjusted accordingly.

4. *Existing shareholders are waiving their preemptive right to subscribe for shares according to the Limited Liability Companies Act in the event of a share capital increase as authorized herein.*
5. *The Board is authorized to decide upon the subscription terms, including issue price and date of payment.*
6. *Payment of share capital in connection with a share capital increase authorized herein may be made by way of non-cash contribution and other special subscription terms, as same are provided in Section 10-2 of the Limited Liability Companies Act.*
7. *The General Meeting authorizes the Board to amend the Company's Articles of Association concerning the size of the share capital when the instant authorization is used.*
8. *The authorization shall be valid until the 2010 Annual General Meeting, but not later than 30 June 2010.*
9. *The new shares, which may be subscribed for according to this authorization, shall have right to dividends declared subsequent to the subscriber having paid the subscription price and the associated share capital increase having been registered in the Register of Business Enterprises. In other respects, the shares shall have shareholder rights from the time of issuance, unless the Board otherwise determines.*
10. *Shares that are not fully paid cannot be transferred or sold.*

6. Appointment of Directors

Mr. Joseph Lacson withdrew from the Board of Directors in February 2009, and the Board of Directors appointed Mr. Morten Opstad as Chairman of the Board until the next annual general meeting.

It is proposed that the existing Board of Directors is reelected, consisting of:

Mr. Morten Opstad as Chairman of the Board
Mr. Michael Flynn, as Director
Mr. Roger Moody, as Director
Mr. Desmond Kelly, as Director

7. Director's fees

The Board of Directors proposes that no Director's fees are paid for the calendar year 2008.

8. Auditor's fee

The Board of Directors proposes that the shareholders' meeting authorizes the payment against invoice of auditor's fee for services in 2008.

If you wish to attend the annual general meeting on 30 June 2009, please register by returning the enclosed attendance slip/form for proxy to:

Den norske Bank ASA, Verdipapirservice, N-0021 Oslo, Norge, telefax: +47 22 48 11 71.

Oslo, 23 June 2009
Total Sports Online AS

Morten Opstad
Chairman of the Board

Enclosed documents:

- Annual Accounts and Directors' Reports for the 2008 fiscal year
- Auditor's report for the 2008 fiscal year