**OTC MARKETS**
**NOTIFICATION OF LATE FILING**

**WORLD POKER FUND HOLDINGS, INC.**
**QUARTERLY REPORT FOR QUARTER ENDED**
**MARCH 31, 2015**

The quarterly report for World Poker Fund Holdings, Inc. for the period ended March 31, 2015 could not be filed without unreasonable effort or expense and the Company is filing this Notification of Late Filing.

| | | |
|---|---|---|
| ☒ | (a) | The reasons described in reasonable detail in Part III of this form could not be eliminated without unreasonable effort or expense. |
| ☒ | (b) | The subject quarterly report will be filed on or before the fifth calendar day following the prescribed due date; and |
| | (c) | The accountant's statement or other exhibit required by Rule 12(b)-25(c) has been attached if applicable. |

**Narrative**

State below in reasonable detail the reasons why the Quarterly Report could not be filed within the prescribed period.

The process of compiling and disseminating the information required to be included in the Quarterly Report for the period ended March 31, 2015, as well as the completion of a review of the Company's financial information, could not be completed without incurring undue hardship and expense as a result of an acquisition and the resulting change in the financial statements. The Company will file the quarterly report on or before May 20, 2015.

**Other Information**

(1) Name and telephone number of person to contact in regard to this notification:

| John Burke | (321) | 452-9091 |
|---|---|---|
| (Name) | (Area Code) | (Telephone No.) |

(2) Have all other periodic reports required during the preceding 12 months or for such shorter period that the Company was required to file such report(s) been filed? If the answer is no, identify report(s). ☒ Yes ☐ No

(3) Is it anticipated that any significant change in results of operations from the corresponding period for the last fiscal year will be reflected by the earnings statements to be included in the subject report or portion thereof?
☐ Yes ☒ No

If so: attach an explanation of the anticipated change, both narratively and quantitatively, and, if appropriate, state the reasons why a reasonable estimate of the results cannot be made.

World Poker Fund Holdings, Inc.
(Name of Company as specified in charter)

has caused this notification to be signed on its behalf by the undersigned thereunto duly authorized.

Date: May 15, 2015

By: 
Brice Miller
President and CEO