

15 June 2017

One of Australia's biggest punters bets on the Global Tote

- **New commercial agreement will provide liquidity for Global Tote racing pools.**
- **Agreement expected to generate up to \$4M new revenue for Australian racing bodies.**

TopBetta Holdings Ltd (“**the Company**”) is pleased to announce it has secured a commitment from one of Australia’s top punters to bet an estimated \$AUS200 million into The Global Tote pools available via the Company’s ‘TopBetta’ platform over the next 12 months¹.

The agreement between TopBetta Pty Ltd (“**TopBetta**”) and leading Australian racing form analyst and punter, Sean Bartholomew, will see Mr Bartholomew bet an estimated AUD\$200 million into The Global Tote win and place pools operating with respect to Australian races over the next 12 months (“**Agreement**”).

While the terms of the agreement are confidential, the Company did not expect to profit directly from Mr Bartholomew’s bets, however, the liquidity provided by the agreement is a significant base for The Global Tote and expects such liquidity to drive an increase in punter numbers and revenue.

Mr Buckingham explained:

“It is expected the commercial benefits of the new agreement for TBH will be the significant new liquidity levels of The Global Tote’s pool size and the highly competitive take out rate that will attract further strong wagering by punters.”

“This guarantee of substantial liquidity over the next 12 months in The Global Tote’s pools is very significant. The deal lays the foundation for the business to attract bookmakers and punters anywhere in the world to now access these pools confidently. Based on our internal historical data, wagering turnover can be grown to a multiple of two to three times the initial liquidity on those race meetings, as well as create a whole new revenue stream of race field fees for racing bodies that they don’t currently receive.”

Sean Bartholomew said:

“The Global Tote is the fairest system I have seen for any punter - big or small - because it has the lowest take-out rate, and I want to back its growth for both the initial benefit of punters generally and the racing industry in Australia more broadly. I truly believe The Global Tote is the future of punting by creating big, aggregated pools for every punter in the world to bet into in a transparent way that delivers the fairest returns for punters and gives money to racing clubs that they are currently not getting because punters like myself do not generally bet into existing pools. The access to international pools like this is the key for punters and the future for racing codes around the world. It means more punters like myself can confidently bet into regulated pools, and the more big punters who can get set, the better it is for smaller punters also.”

In consideration for Mr Bartholomew’s services, the Company has agreed to issue to Mr Bartholomew 2 million unquoted options exercisable at \$0.20 within 3 years of the date of issue (**Options**), vesting at 5pm on 30 June 2018 if, by that time, Mr Bartholomew has complied with his obligations to bet the relevant amount into TopBetta in 11 of the 12 prior months. Each Option is exercisable into one fully paid ordinary share in the capital of the Company.

¹ Calculation based on minimum bet amounts agreed by Mr. Bartholomew over the Australian races forecasted over the 12 month period.

An Appendix 3B is enclosed.

For further information, please contact:

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Appendix 3B

New issue announcement, application for quotation of additional securities and agreement

Information or documents not available now must be given to ASX as soon as available. Information and documents given to ASX become ASX's property and may be made public.

Introduced 01/07/96 Origin: Appendix 5 Amended 01/07/98, 01/09/99, 01/07/00, 30/09/01, 11/03/02, 01/01/03, 24/10/05, 01/08/12, 04/03/13

Name of entity

TopBetta Holdings Limited

ABN

21 164 521 395

We (the entity) give ASX the following information.

Part 1 - All issues

You must complete the relevant sections (attach sheets if there is not enough space).

- | | | |
|---|---|--|
| 1 | +Class of +securities issued or to be issued | Unquoted Options exercisable at \$0.20 on or before 14 June 2020 |
| 2 | Number of +securities issued or to be issued (if known) or maximum number which may be issued | 2,000,000 |
| 3 | Principal terms of the +securities (e.g. if options, exercise price and expiry date; if partly paid +securities, the amount outstanding and due dates for payment; if +convertible securities, the conversion price and dates for conversion) | Unquoted Options exercisable at \$0.20 on or before 14 June 2020, vesting at 5pm on 30 June 2018 if, by that time, the optionholder has complied with his obligations to pay the relevant amount into the applicable The Global Tote pools in 11 of the 12 prior months (as detailed in the Announcement dated 15 June 2017). Each Option is exercisable into one fully paid ordinary share in the capital of the Company. |

+ See chapter 19 for defined terms.

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<p>4 Do the +securities rank equally in all respects from the +issue date with an existing +class of quoted +securities?</p> <p>If the additional +securities do not rank equally, please state:</p> <ul style="list-style-type: none"> • the date from which they do • the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment • the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment 	<p>No. The Options do not carry any rights to participate in dividends. The Ordinary Shares issued on exercise of the Options will rank equally with all other Ordinary Shares in the Company.</p>
<p>5 Issue price or consideration</p>	<p>In consideration for services provided by Sean Bartholomew in relation to the seeding of The Global Tote pools as detailed in the Announcement dated 15 June 2017.</p>
<p>6 Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)</p>	<p>As consideration for various services provided by Sean Bartholomew in relation to the seeding of The Global Tote pools as detailed in the Announcement dated 15 June 2017.</p>
<p>6a Is the entity an +eligible entity that has obtained security holder approval under rule 7.1A?</p> <p>If Yes, complete sections 6b – 6h <i>in relation to the +securities the subject of this Appendix 3B</i>, and comply with section 6i</p>	<p>Yes</p>
<p>6b The date the security holder resolution under rule 7.1A was passed</p>	<p>22 November 2016</p>
<p>6c Number of +securities issued without security holder approval under rule 7.1</p>	<p>2,000,000</p>
<p>6d Number of +securities issued with security holder approval under rule 7.1A</p>	<p>Nil</p>

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6e	Number of +securities issued with security holder approval under rule 7.3, or another specific security holder approval (specify date of meeting)	N/A					
6f	Number of +securities issued under an exception in rule 7.2	Nil					
6g	If +securities issued under rule 7.1A, was issue price at least 75% of 15 day VWAP as calculated under rule 7.1A.3? Include the +issue date and both values. Include the source of the VWAP calculation.	N/A					
6h	If +securities were issued under rule 7.1A for non-cash consideration, state date on which valuation of consideration was released to ASX Market Announcements	N/A					
6i	Calculate the entity's remaining issue capacity under rule 7.1 and rule 7.1A – complete Annexure 1 and release to ASX Market Announcements	7.1: 7,554,134 7.1A: 12,931,922					
7	<p>+Issue dates</p> <p><small>Note: The issue date may be prescribed by ASX (refer to the definition of issue date in rule 19.12). For example, the issue date for a pro rata entitlement issue must comply with the applicable timetable in Appendix 7A.</small></p> <p><small>Cross reference: item 33 of Appendix 3B.</small></p>	15 June 2017					
8	Number and +class of all +securities quoted on ASX (including the +securities in section 2 if applicable)	<table border="1" style="width: 100%;"> <thead> <tr> <th style="width: 50%;">Number</th> <th style="width: 50%;">+Class</th> </tr> </thead> <tbody> <tr> <td style="text-align: center;">125,598,526</td> <td style="text-align: center;">Fully paid ordinary shares</td> </tr> </tbody> </table>	Number	+Class	125,598,526	Fully paid ordinary shares	
Number	+Class						
125,598,526	Fully paid ordinary shares						

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	Number	*Class
9 Number and *class of all *securities not quoted on ASX (including the *securities in section 2 if applicable)	13,564,451	Fully paid ordinary shares (subject to various escrow periods)
	10,000,000	Unlisted Options (exercisable at \$0.20; expiring 12/11/18; escrowed to 12/11/17)
	16,667,000	Unlisted Options (exercisable at \$0.25; expiring 12/11/20; escrowed to 12/11/17; subject to various performance hurdles)
	2,000,000	Unlisted Options (exercisable at \$0.25; expiring 21/3/19; subject to various performance hurdles)
	1,000,000	Unlisted Options (exercisable at \$0.30; expiring 30/11/19; subject to vesting conditions)
	3,000,000	Unlisted Options (exercisable at \$0.25; expiring 30/11/19; subject to vesting conditions)
	2,000,000	Unlisted Options (exercisable at \$0.20; expiring 14/6/20; subject to vesting conditions)

10 Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)	N/A
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Part 2 - Pro rata issue

11 Is security holder approval required?	N/A
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12 Is the issue renounceable or non-renounceable?	N/A
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13	Ratio in which the +securities will be offered	N/A
14	+Class of +securities to which the offer relates	N/A
15	+Record date to determine entitlements	N/A
16	Will holdings on different registers (or subregisters) be aggregated for calculating entitlements?	N/A
17	Policy for deciding entitlements in relation to fractions	N/A
18	Names of countries in which the entity has security holders who will not be sent new offer documents <small>Note: Security holders must be told how their entitlements are to be dealt with. Cross reference: rule 7.7.</small>	N/A
19	Closing date for receipt of acceptances or renunciations	N/A
20	Names of any underwriters	N/A
21	Amount of any underwriting fee or commission	N/A
22	Names of any brokers to the issue	N/A
23	Fee or commission payable to the broker to the issue	N/A
24	Amount of any handling fee payable to brokers who lodge acceptances or renunciations on behalf of security holders	N/A
25	If the issue is contingent on security holders' approval, the date of the meeting	N/A
26	Date entitlement and acceptance form and offer documents will be sent to persons entitled	N/A

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- | | | |
|----|---|-----|
| 27 | If the entity has issued options, and the terms entitle option holders to participate on exercise, the date on which notices will be sent to option holders | N/A |
| 28 | Date rights trading will begin (if applicable) | N/A |
| 29 | Date rights trading will end (if applicable) | N/A |
| 30 | How do security holders sell their entitlements <i>in full</i> through a broker? | N/A |
| 31 | How do security holders sell <i>part</i> of their entitlements through a broker and accept for the balance? | N/A |
| 32 | How do security holders dispose of their entitlements (except by sale through a broker)? | N/A |
| 33 | +Issue date | N/A |

Part 3 - Quotation of securities

You need only complete this section if you are applying for quotation of securities

34 Type of +securities
(tick one)

(a) +Securities described in Part 1

(b) All other +securities

Example: restricted securities at the end of the escrowed period, partly paid securities that become fully paid, employee incentive share securities when restriction ends, securities issued on expiry or conversion of convertible securities

Entities that have ticked box 34(a)

Additional securities forming a new class of securities

Tick to indicate you are providing the information or

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documents

- 35 If the +securities are +equity securities, the names of the 20 largest holders of the additional +securities, and the number and percentage of additional +securities held by those holders
- 36 If the +securities are +equity securities, a distribution schedule of the additional +securities setting out the number of holders in the categories
 1 - 1,000
 1,001 - 5,000
 5,001 - 10,000
 10,001 - 100,000
 100,001 and over
- 37 A copy of any trust deed for the additional +securities

Entities that have ticked box 34(b)

- 38 Number of +securities for which +quotation is sought
- 39 +Class of +securities for which quotation is sought
- 40 Do the +securities rank equally in all respects from the +issue date with an existing +class of quoted +securities?
- If the additional +securities do not rank equally, please state:
- the date from which they do
 - the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment
 - the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment
-
- 41 Reason for request for quotation now
- Example: In the case of restricted securities, end of restriction period
- (if issued upon conversion of another +security, clearly identify that other +security)
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	Number	+Class
42 Number and +class of all +securities quoted on ASX (including the +securities in clause 38)		

Quotation agreement

1 +Quotation of our additional +securities is in ASX’s absolute discretion. ASX may quote the +securities on any conditions it decides.

2 We warrant the following to ASX.

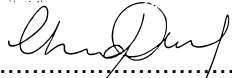
- The issue of the +securities to be quoted complies with the law and is not for an illegal purpose.
- There is no reason why those +securities should not be granted +quotation.
- An offer of the +securities for sale within 12 months after their issue will not require disclosure under section 707(3) or section 1012C(6) of the Corporations Act.

Note: An entity may need to obtain appropriate warranties from subscribers for the securities in order to be able to give this warranty

- Section 724 or section 1016E of the Corporations Act does not apply to any applications received by us in relation to any +securities to be quoted and that no-one has any right to return any +securities to be quoted under sections 737, 738 or 1016F of the Corporations Act at the time that we request that the +securities be quoted.
- If we are a trust, we warrant that no person has the right to return the +securities to be quoted under section 1019B of the Corporations Act at the time that we request that the +securities be quoted.

3 We will indemnify ASX to the fullest extent permitted by law in respect of any claim, action or expense arising from or connected with any breach of the warranties in this agreement.

4 We give ASX the information and documents required by this form. If any information or document is not available now, we will give it to ASX before +quotation of the +securities begins. We acknowledge that ASX is relying on the information and documents. We warrant that they are (will be) true and complete.

Sign here:  Date: 15 / 06 / 2017
 (Company Secretary)
 Print name: Charly Duffy

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Appendix 3B – Annexure 1

Calculation of placement capacity under rule 7.1 and rule 7.1A for eligible entities

Introduced 01/08/12 Amended 04/03/13

Part 1

Rule 7.1 – Issues exceeding 15% of capital	
Step 1: Calculate “A”, the base figure from which the placement capacity is calculated	
Insert number of fully paid +ordinary securities on issue 12 months before the +issue date or date of agreement to issue	96,364,546
<p>Add the following:</p> <ul style="list-style-type: none"> • Number of fully paid +ordinary securities issued in that 12 month period under an exception in rule 7.2 • Number of fully paid +ordinary securities issued in that 12 month period with shareholder approval • Number of partly paid +ordinary securities that became fully paid in that 12 month period <p><i>Note:</i></p> <ul style="list-style-type: none"> • <i>Include only ordinary securities here – other classes of equity securities cannot be added</i> • <i>Include here (if applicable) the securities the subject of the Appendix 3B to which this form is annexed</i> • <i>It may be useful to set out issues of securities on different dates as separate line items</i> 	<p>14,454,681 Ordinary Shares issued on 23 August 2016 approved at the meeting held on 22 November 2016.</p> <p>15,000,000 Ordinary Shares issued on 30 November 2016 approved at the meeting held on 14 March 2017.</p> <p>3,500,000 Ordinary Shares issued on 24 May 2017 approved at the meeting held on 14 March 2017.</p>
Subtract the number of fully paid +ordinary securities cancelled during that 12 month period	0
“A”	129,319,227

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Step 2: Calculate 15% of “A”	
“B”	0.15 <i>[Note: this value cannot be changed]</i>
Multiply “A” by 0.15	19,397,884
Step 3: Calculate “C”, the amount of placement capacity under rule 7.1 that has already been used	
<p>Insert number of +equity securities issued or agreed to be issued in that 12 month period <i>not counting</i> those issued:</p> <ul style="list-style-type: none"> • Under an exception in rule 7.2 • Under rule 7.1A • With security holder approval under rule 7.1 or rule 7.4 <p>Note:</p> <ul style="list-style-type: none"> • <i>This applies to equity securities, unless specifically excluded – not just ordinary securities</i> • <i>Include here (if applicable) the securities the subject of the Appendix 3B to which this form is annexed</i> • <i>It may be useful to set out issues of securities on different dates as separate line items</i> 	<p>9,843,750 Ordinary Shares issued on 17 May 2017</p> <p>2,000,000 Options issued on 15 June 2017</p>
“C”	11,843,750
Step 4: Subtract “C” from [“A” x “B”] to calculate remaining placement capacity under rule 7.1	
<p>“A” x 0.15</p> <p><i>Note: number must be same as shown in Step 2</i></p>	19,397,884
<p>Subtract “C”</p> <p><i>Note: number must be same as shown in Step 3</i></p>	11,843,750
Total [“A” x 0.15] – “C”	7,554,134

+ See chapter 19 for defined terms.

Part 2

Rule 7.1A – Additional placement capacity for eligible entities	
Step 1: Calculate “A”, the base figure from which the placement capacity is calculated	
“A” <i>Note: number must be same as shown in Step 1 of Part 1</i>	129,319,227
Step 2: Calculate 10% of “A”	
“D”	0.10 <i>Note: this value cannot be changed</i>
Multiply “A” by 0.10	12,931,922
Step 3: Calculate “E”, the amount of placement capacity under rule 7.1A that has already been used	
Insert number of +equity securities issued or agreed to be issued in that 12 month period under rule 7.1A <i>Notes:</i> <ul style="list-style-type: none"> • <i>This applies to equity securities – not just ordinary securities</i> • <i>Include here – if applicable – the securities the subject of the Appendix 3B to which this form is annexed</i> • <i>Do not include equity securities issued under rule 7.1 (they must be dealt with in Part 1), or for which specific security holder approval has been obtained</i> • <i>It may be useful to set out issues of securities on different dates as separate line items</i> 	
“E”	0

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Step 4: Subtract “E” from [“A” x “D”] to calculate remaining placement capacity under rule 7.1A	
“A” x 0.10 <i>Note: number must be same as shown in Step 2</i>	12,931,922
Subtract “E” <i>Note: number must be same as shown in Step 3</i>	0
Total [“A” x 0.10] – “E”	12,931,922 <i>Note: this is the remaining placement capacity under rule 7.1A</i>

+ See chapter 19 for defined terms.