

18 June 2018

WAIVER OF ASX LISTING RULE 14.7

At the General Meeting of shareholders of TopBetta Holdings Limited (ASX:TBH) (**TBH** or the **Company**) to be held today, Monday, 18 November 2018, TBH is asking shareholders to pass a resolution for the purposes of ASX Listing Rule 7.4 (**Resolution 3**), to ratify the issue of 3,508,771 shares that were issued pursuant to a placement announced on 26 February 2018 (**Placement**).

TBH has included a voting exclusion statement in relation to Resolution 3 in its Notice of Extraordinary General Meeting, which was sent to its shareholders on 15 May 2018. The voting exclusion statement states that TBH will disregard votes cast on Resolution 3 by a person (or their associates) who participated in the Placement.

TBH advises that the ASX has granted a waiver from ASX Listing Rule 14.7 so that TBH need not disregard votes cast on Resolution 3 by shareholders who participated in the Placement, to the extent only that those holders are acting solely in a fiduciary, nominee or custodial capacity (**Nominee Holders**) on behalf of beneficiaries who did not participate in the Placement on the following conditions:

1. The beneficiaries provide written confirmation to the Nominee Holders that they did not participate in the Placement, nor are they an associate of a person who participated in the Placement.
2. The beneficiaries direct the Nominee Holders how to vote on Resolution 3.
3. The Nominee Holders do not exercise discretion in casting a vote on behalf of the beneficiaries.
4. The terms of the waiver are immediately released to the market.

For further information, please contact:

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