

Appendix 4G

Key to Disclosures Corporate Governance Council Principles and Recommendations

Name of entity:

Betmakers Technology Group Limited

ABN / ARBN:

21 164 521 395

Financial year ended:

30 June 2019

Our corporate governance statement² for the above period above can be found at:³

- ☐ These pages of our annual report:
- ☒ This URL on our website: <https://investors.thebetmakers.com/corporate-governance/>

The Corporate Governance Statement is accurate and up to date as at 30 June 2019 and has been approved by the Board.

The annexure includes a key to where our corporate governance disclosures can be located.

Date: 29 August 2019

Name of Director or Secretary authorising
lodgement: Charly Duffy

¹ Under Listing Rule 4.7.3, an entity must lodge with ASX a completed Appendix 4G at the same time as it lodges its annual report with ASX.

Listing Rule 4.10.3 requires an entity that is included in the official list as an ASX Listing to include in its annual report either a corporate governance statement that meets the requirements of that rule or the URL of the page on its website where such a statement is located. The corporate governance statement must disclose the extent to which the entity has followed the recommendations set by the ASX Corporate Governance Council during the reporting period. If the entity has not followed a recommendation for any part of the reporting period, its corporate governance statement must separately identify that recommendation and the period during which it was not followed and state its reasons for not following the recommendation and what (if any) alternative governance practices it adopted in lieu of the recommendation during that period.

Under Listing Rule 4.7.4, if an entity chooses to include its corporate governance statement on its website rather than in its annual report, it must lodge a copy of the corporate governance statement with ASX at the same time as it lodges its annual report with ASX. The corporate governance statement must be current as at the effective date specified in that statement for the purposes of rule 4.10.3.

² "Corporate governance statement" is defined in Listing Rule 19.12 to mean the statement referred to in Listing Rule 4.10.3 which discloses the extent to which an entity has followed the recommendations set by the ASX Corporate Governance Council during a particular reporting period.

³ Mark whichever option is correct and then complete the page number(s) of the annual report, or the URL of the web page, where the entity's corporate governance statement can be found. You can, if you wish, delete the option which is not applicable.

Throughout this form, where you are given two or more options to select, you can, if you wish, delete any option which is not applicable and just retain the option that is applicable. If you select an option that includes "OR" at the end of the selection and you delete the other options, you can also, if you wish, delete the "OR" at the end of the selection.

ANNEXURE – KEY TO CORPORATE GOVERNANCE DISCLOSURES

Corporate Governance Council recommendation		We have followed the recommendation in full for the whole of the period above. We have disclosed ...	We have NOT followed the recommendation in full for the whole of the period above. We have disclosed ... ⁴
PRINCIPLE 1 – LAY SOLID FOUNDATIONS FOR MANAGEMENT AND OVERSIGHT			
1.1	A listed entity should disclose: (a) the respective roles and responsibilities of its board and management; and (b) those matters expressly reserved to the board and those delegated to management.	... the fact that we follow this recommendation: ☒ in our Corporate Governance Statement OR ☐ at [insert location] ... and information about the respective roles and responsibilities of our board and management (including those matters expressly reserved to the board and those delegated to management): ☒ in the Board Charter available via the Company's website, , http://investors.thebetmakers.com/corporate-governance/ .	☐ an explanation why that is so in our Corporate Governance Statement OR ☐ we are an externally managed entity and this recommendation is therefore not applicable
1.2	A listed entity should: (a) undertake appropriate checks before appointing a person, or putting forward to security holders a candidate for election, as a director; and (b) provide security holders with all material information in its possession relevant to a decision on whether or not to elect or re-elect a director.	... the fact that we follow this recommendation: ☒ in our Corporate Governance Statement OR ☐ at [insert location]	☐ an explanation why that is so in our Corporate Governance Statement OR ☐ we are an externally managed entity and this recommendation is therefore not applicable
1.3	A listed entity should have a written agreement with each director and senior executive setting out the terms of their appointment.	... the fact that we follow this recommendation: ☒ in our Corporate Governance Statement OR ☐ at [insert location]	☐ an explanation why that is so in our Corporate Governance Statement OR ☐ we are an externally managed entity and this recommendation is therefore not applicable
1.4	The company secretary of a listed entity should be accountable directly to the board, through the chair, on all matters to do with the proper functioning of the board.	... the fact that we follow this recommendation: ☒ in our Corporate Governance Statement OR ☐ at [insert location]	☐ an explanation why that is so in our Corporate Governance Statement OR ☐ we are an externally managed entity and this recommendation is therefore not applicable

⁴ If you have followed all of the Council's recommendations in full for the whole of the period above, you can, if you wish, delete this column from the form and re-format it.

Corporate Governance Council recommendation		We have followed the recommendation in full for the whole of the period above. We have disclosed ...	We have NOT followed the recommendation in full for the whole of the period above. We have disclosed ... ⁴
1.5	A listed entity should: (a) have a diversity policy which includes requirements for the board or a relevant committee of the board to set measurable objectives for achieving gender diversity and to assess annually both the objectives and the entity's progress in achieving them; (b) disclose that policy or a summary of it; and (c) disclose as at the end of each reporting period the measurable objectives for achieving gender diversity set by the board or a relevant committee of the board in accordance with the entity's diversity policy and its progress towards achieving them and either: (1) the respective proportions of men and women on the board, in senior executive positions and across the whole organisation (including how the entity has defined "senior executive" for these purposes); or (2) if the entity is a "relevant employer" under the Workplace Gender Equality Act, the entity's most recent "Gender Equality Indicators", as defined in and published under that Act.	... the fact that we have a diversity policy that complies with paragraph (a): ☒ in our Corporate Governance Statement <u>OR</u> ☐ at [insert location] ... and a copy of our diversity policy or a summary of it: ☒ in the Diversity Policy available via the Company's website http://investors.thebetmakers.com/corporate-governance/. ... and the measurable objectives for achieving gender diversity set by the board or a relevant committee of the board in accordance with our diversity policy and our progress towards achieving them: ☐ in our Corporate Governance Statement <u>OR</u> ☐ at [insert location] ... and the information referred to in paragraphs (c)(1) or (2): ☒ in our Corporate Governance Statement <u>OR</u> ☐ at [insert location]	☒ an explanation why that is so in our Corporate Governance Statement <u>OR</u> ☐ we are an externally managed entity and this recommendation is therefore not applicable
1.6	A listed entity should: (a) have and disclose a process for periodically evaluating the performance of the board, its committees and individual directors; and (b) disclose, in relation to each reporting period, whether a performance evaluation was undertaken in the reporting period in accordance with that process.	... the evaluation process referred to in paragraph (a): ☒ in our Corporate Governance Statement <u>OR</u> ☐ at [insert location] ... and the information referred to in paragraph (b): ☒ in our Corporate Governance Statement <u>OR</u> ☐ at [insert location]	☐ an explanation why that is so in our Corporate Governance Statement <u>OR</u> ☐ we are an externally managed entity and this recommendation is therefore not applicable
1.7	A listed entity should: (a) have and disclose a process for periodically evaluating the performance of its senior executives; and (b) disclose, in relation to each reporting period, whether a performance evaluation was undertaken in the reporting period in accordance with that process.	... the evaluation process referred to in paragraph (a): ☒ in our Corporate Governance Statement <u>OR</u> ☐ at [insert location] ... and the information referred to in paragraph (b): ☒ in our Corporate Governance Statement <u>OR</u> ☐ at [insert location]	☐ an explanation why that is so in our Corporate Governance Statement <u>OR</u> ☐ we are an externally managed entity and this recommendation is therefore not applicable

Corporate Governance Council recommendation		We have followed the recommendation in full for the whole of the period above. We have disclosed ...	We have NOT followed the recommendation in full for the whole of the period above. We have disclosed ... ⁴
PRINCIPLE 2 - STRUCTURE THE BOARD TO ADD VALUE			
2.1	The board of a listed entity should: (a) have a nomination committee which: (1) has at least three members, a majority of whom are independent directors; and (2) is chaired by an independent director, and disclose: (3) the charter of the committee; (4) the members of the committee; and (5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or (b) if it does not have a nomination committee, disclose that fact and the processes it employs to address board succession issues and to ensure that the board has the appropriate balance of skills, knowledge, experience, independence and diversity to enable it to discharge its duties and responsibilities effectively.	[If the entity complies with paragraph (a):] ... the fact that we have a nomination committee that complies with paragraphs (1) and (2): ☐ in our Corporate Governance Statement OR ☐ at <i>[insert location]</i> ... and a copy of the charter of the committee: ☒ in the Nomination and Remuneration Committee Charter available via the Company's website, http://investors.thebetmakers.com/corporate-governance/. ... and the information referred to in paragraphs (4) and (5): ☒ in our Corporate Governance Statement OR ☐ at <i>[insert location]</i> [If the entity complies with paragraph (b):] ... the fact that we do not have a nomination committee and the processes we employ to address board succession issues and to ensure that the board has the appropriate balance of skills, knowledge, experience, independence and diversity to enable it to discharge its duties and responsibilities effectively: ☒ in our Corporate Governance Statement OR ☐ at <i>[insert location]</i>	☐ an explanation why that is so in our Corporate Governance Statement OR ☐ we are an externally managed entity and this recommendation is therefore not applicable
2.2	A listed entity should have and disclose a board skills matrix setting out the mix of skills and diversity that the board currently has or is looking to achieve in its membership.	... our board skills matrix: ☒ in our Corporate Governance Statement OR ☐ at <i>[insert location]</i>	☐ an explanation why that is so in our Corporate Governance Statement OR ☐ we are an externally managed entity and this recommendation is therefore not applicable

Corporate Governance Council recommendation		We have followed the recommendation in full for the whole of the period above. We have disclosed ...	We have NOT followed the recommendation in full for the whole of the period above. We have disclosed ... ⁴
2.3	A listed entity should disclose: (a) the names of the directors considered by the board to be independent directors; (b) if a director has an interest, position, association or relationship of the type described in Box 2.3 but the board is of the opinion that it does not compromise the independence of the director, the nature of the interest, position, association or relationship in question and an explanation of why the board is of that opinion; and (c) the length of service of each director.	... the names of the directors considered by the board to be independent directors: ☒ in our Corporate Governance Statement OR ☐ at [insert location] ... and, where applicable, the information referred to in paragraph (b): ☒ in our Corporate Governance Statement OR ☐ at [insert location] ... and the length of service of each director: ☒ in our Corporate Governance Statement OR ☐ at [insert location]	☐ an explanation why that is so in our Corporate Governance Statement
2.4	A majority of the board of a listed entity should be independent directors.	... the fact that we follow this recommendation: ☒ in our Corporate Governance Statement OR ☐ at [insert location]	☐ an explanation why that is so in our Corporate Governance Statement OR ☐ we are an externally managed entity and this recommendation is therefore not applicable
2.5	The chair of the board of a listed entity should be an independent director and, in particular, should not be the same person as the CEO of the entity.	... the fact that we follow this recommendation: ☒ in our Corporate Governance Statement OR ☐ at [insert location]	☐ an explanation why that is so in our Corporate Governance Statement OR ☐ we are an externally managed entity and this recommendation is therefore not applicable
2.6	A listed entity should have a program for inducting new directors and provide appropriate professional development opportunities for directors to develop and maintain the skills and knowledge needed to perform their role as directors effectively.	... the fact that we follow this recommendation: ☒ in our Corporate Governance Statement OR ☐ at [insert location]	☐ an explanation why that is so in our Corporate Governance Statement OR ☐ we are an externally managed entity and this recommendation is therefore not applicable
PRINCIPLE 3 – ACT ETHICALLY AND RESPONSIBLY			
3.1	A listed entity should: (a) have a code of conduct for its directors, senior executives and employees; and (b) disclose that code or a summary of it.	... our code of conduct or a summary of it: ☐ in our Corporate Governance Statement OR ☒ in the Code of Conduct (available via the Company's website, http://investors.thebetmakers.com/corporate-governance/).	☐ an explanation why that is so in our Corporate Governance Statement

Corporate Governance Council recommendation		We have followed the recommendation in full for the whole of the period above. We have disclosed ...	We have NOT followed the recommendation in full for the whole of the period above. We have disclosed ... ⁴
PRINCIPLE 4 – SAFEGUARD INTEGRITY IN CORPORATE REPORTING			
4.1	The board of a listed entity should: (a) have an audit committee which: (1) has at least three members, all of whom are non-executive directors and a majority of whom are independent directors; and (2) is chaired by an independent director, who is not the chair of the board, and disclose: (3) the charter of the committee; (4) the relevant qualifications and experience of the members of the committee; and (5) in relation to each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or (b) if it does not have an audit committee, disclose that fact and the processes it employs that independently verify and safeguard the integrity of its corporate reporting, including the processes for the appointment and removal of the external auditor and the rotation of the audit engagement partner.	[If the entity complies with paragraph (a):] ... the fact that we have an audit committee that complies with paragraphs (1) and (2): ☐ in our Corporate Governance Statement OR ☐ at <i>[insert location]</i> ... and a copy of the charter of the committee: ☒ in the Audit and Risk Committee Charter available via the Company's website, http://investors.thebetmakers.com/corporate-governance/. ... and the information referred to in paragraphs (4) and (5): ☒ in our Corporate Governance Statement OR ☐ at <i>[insert location]</i> [If the entity complies with paragraph (b):] ... the fact that we do not have an audit committee and the processes we employ that independently verify and safeguard the integrity of our corporate reporting, including the processes for the appointment and removal of the external auditor and the rotation of the audit engagement partner: ☒ in our Corporate Governance Statement OR ☐ at <i>[insert location]</i>	☐ an explanation why that is so in our Corporate Governance Statement
4.2	The board of a listed entity should, before it approves the entity's financial statements for a financial period, receive from its CEO and CFO a declaration that, in their opinion, the financial records of the entity have been properly maintained and that the financial statements comply with the appropriate accounting standards and give a true and fair view of the financial position and performance of the entity and that the opinion has been formed on the basis of a sound system of risk management and internal control which is operating effectively.	... the fact that we follow this recommendation: ☒ in our Corporate Governance Statement OR ☐ at <i>[insert location]</i>	☐ an explanation why that is so in our Corporate Governance Statement

Corporate Governance Council recommendation		We have followed the recommendation in full for the whole of the period above. We have disclosed ...	We have NOT followed the recommendation in full for the whole of the period above. We have disclosed ... ⁴
4.3	A listed entity that has an AGM should ensure that its external auditor attends its AGM and is available to answer questions from security holders relevant to the audit.	... the fact that we follow this recommendation: ☒ in our Corporate Governance Statement OR ☐ at [insert location]	☐ an explanation why that is so in our Corporate Governance Statement OR ☐ we are an externally managed entity that does not hold an annual general meeting and this recommendation is therefore not applicable
PRINCIPLE 5 – MAKE TIMELY AND BALANCED DISCLOSURE			
5.1	A listed entity should: (a) have a written policy for complying with its continuous disclosure obligations under the Listing Rules; and (b) disclose that policy or a summary of it.	... our continuous disclosure compliance policy or a summary of it: ☐ in our Corporate Governance Statement OR ☒ in the Continuous Disclosure Policy available via the Company's website, http://investors.thebetmakers.com/corporate-governance/ .	☐ an explanation why that is so in our Corporate Governance Statement
PRINCIPLE 6 – RESPECT THE RIGHTS OF SECURITY HOLDERS			
6.1	A listed entity should provide information about itself and its governance to investors via its website.	... information about us and our governance on our website: ☒ at the Company's website, http://investors.thebetmakers.com/corporate-governance/ .	☐ an explanation why that is so in our Corporate Governance Statement
6.2	A listed entity should design and implement an investor relations program to facilitate effective two-way communication with investors.	... the fact that we follow this recommendation: ☒ in our Corporate Governance Statement OR ☐ at [insert location]	☐ an explanation why that is so in our Corporate Governance Statement
6.3	A listed entity should disclose the policies and processes it has in place to facilitate and encourage participation at meetings of security holders.	... our policies and processes for facilitating and encouraging participation at meetings of security holders: ☐ in our Corporate Governance Statement OR ☒ in the Shareholder Communication Policy available via the Company's website, http://investors.thebetmakers.com/corporate-governance/ .	☐ an explanation why that is so in our Corporate Governance Statement OR ☐ we are an externally managed entity that does not hold periodic meetings of security holders and this recommendation is therefore not applicable
6.4	A listed entity should give security holders the option to receive communications from, and send communications to, the entity and its security registry electronically.	... the fact that we follow this recommendation: ☒ in our Corporate Governance Statement OR ☐ at [insert location]	☐ an explanation why that is so in our Corporate Governance Statement

Corporate Governance Council recommendation		We have followed the recommendation in full for the whole of the period above. We have disclosed ...	We have NOT followed the recommendation in full for the whole of the period above. We have disclosed ... ⁴
PRINCIPLE 7 – RECOGNISE AND MANAGE RISK			
7.1	The board of a listed entity should: (a) have a committee or committees to oversee risk, each of which: (1) has at least three members, a majority of whom are independent directors; and (2) is chaired by an independent director, and disclose: (3) the charter of the committee; (4) the members of the committee; and (5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or (b) if it does not have a risk committee or committees that satisfy (a) above, disclose that fact and the processes it employs for overseeing the entity's risk management framework.	[If the entity complies with paragraph (a):] ... the fact that we have a committee or committees to oversee risk that comply with paragraphs (1) and (2): ☐ in our Corporate Governance Statement OR ☐ at <i>[insert location]</i> ... and a copy of the charter of the committee: ☒ in the Audit and Risk Committee Charter available via the Company's website, http://investors.thebetmakers.com/corporate-governance/. ... and the information referred to in paragraphs (4) and (5): ☒ in our Corporate Governance Statement OR ☐ at <i>[insert location]</i> [If the entity complies with paragraph (b):] ... the fact that we do not have a risk committee or committees that satisfy (a) and the processes we employ for overseeing our risk management framework: ☒ in our Corporate Governance Statement OR ☐ at <i>[insert location]</i>	☐ an explanation why that is so in our Corporate Governance Statement
7.2	The board or a committee of the board should: (a) review the entity's risk management framework at least annually to satisfy itself that it continues to be sound; and (b) disclose, in relation to each reporting period, whether such a review has taken place.	... the fact that board or a committee of the board reviews the entity's risk management framework at least annually to satisfy itself that it continues to be sound: ☒ in our Corporate Governance Statement OR ☐ at <i>[insert location]</i> ... and that such a review has taken place in the reporting period covered by this Appendix 4G: ☒ in our Corporate Governance Statement OR ☐ at <i>[insert location]</i>	☐ an explanation why that is so in our Corporate Governance Statement

Corporate Governance Council recommendation		We have followed the recommendation in full for the whole of the period above. We have disclosed ...	We have NOT followed the recommendation in full for the whole of the period above. We have disclosed ... ⁴
7.3	A listed entity should disclose: (a) if it has an internal audit function, how the function is structured and what role it performs; or (b) if it does not have an internal audit function, that fact and the processes it employs for evaluating and continually improving the effectiveness of its risk management and internal control processes.	[If the entity complies with paragraph (a):] ... how our internal audit function is structured and what role it performs: ☐ in our Corporate Governance Statement OR ☐ at <i>[insert location]</i> [If the entity complies with paragraph (b):] ... the fact that we do not have an internal audit function and the processes we employ for evaluating and continually improving the effectiveness of our risk management and internal control processes: ☒ in our Corporate Governance Statement OR ☐ at <i>[insert location]</i>	☐ an explanation why that is so in our Corporate Governance Statement
7.4	A listed entity should disclose whether it has any material exposure to economic, environmental and social sustainability risks and, if it does, how it manages or intends to manage those risks.	... whether we have any material exposure to economic, environmental and social sustainability risks and, if we do, how we manage or intend to manage those risks: ☒ in our Corporate Governance Statement OR ☐ at <i>[insert location]</i>	☐ an explanation why that is so in our Corporate Governance Statement

Corporate Governance Council recommendation		We have followed the recommendation in full for the whole of the period above. We have disclosed ...	We have NOT followed the recommendation in full for the whole of the period above. We have disclosed ... ⁴
PRINCIPLE 8 – REMUNERATE FAIRLY AND RESPONSIBLY			
8.1	The board of a listed entity should: (a) have a remuneration committee which: (1) has at least three members, a majority of whom are independent directors; and (2) is chaired by an independent director, and disclose: (3) the charter of the committee; (4) the members of the committee; and (5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or (b) if it does not have a remuneration committee, disclose that fact and the processes it employs for setting the level and composition of remuneration for directors and senior executives and ensuring that such remuneration is appropriate and not excessive.	[If the entity complies with paragraph (a):] ... the fact that we have a remuneration committee that complies with paragraphs (1) and (2): ☐ in our Corporate Governance Statement OR ☐ at <i>[insert location]</i> ... and a copy of the charter of the committee: ☒ in the Nomination and Remuneration Charter (available via the Company's website, http://investors.thebetmakers.com/corporate-governance/). ... and the information referred to in paragraphs (4) and (5): ☒ in our Corporate Governance Statement OR ☐ at <i>[insert location]</i> [If the entity complies with paragraph (b):] ... the fact that we do not have a remuneration committee and the processes we employ for setting the level and composition of remuneration for directors and senior executives and ensuring that such remuneration is appropriate and not excessive: ☒ in our Corporate Governance Statement OR ☐ at <i>[insert location]</i>	☐ an explanation why that is so in our Corporate Governance Statement OR ☐ we are an externally managed entity and this recommendation is therefore not applicable
8.2	A listed entity should separately disclose its policies and practices regarding the remuneration of non-executive directors and the remuneration of executive directors and other senior executives.	... separately our remuneration policies and practices regarding the remuneration of non-executive directors and the remuneration of executive directors and other senior executives: ☒ in our Corporate Governance Statement OR ☐ at <i>[insert location]</i>	☐ an explanation why that is so in our Corporate Governance Statement OR ☐ we are an externally managed entity and this recommendation is therefore not applicable

Corporate Governance Council recommendation		We have followed the recommendation in full for the whole of the period above. We have disclosed ...	We have NOT followed the recommendation in full for the whole of the period above. We have disclosed ... ⁴
8.3	A listed entity which has an equity-based remuneration scheme should: (a) have a policy on whether participants are permitted to enter into transactions (whether through the use of derivatives or otherwise) which limit the economic risk of participating in the scheme; and (b) disclose that policy or a summary of it.	... our policy on this issue or a summary of it: ☒ in our Corporate Governance Statement OR ☐ at <i>[insert location]</i>	☐ an explanation why that is so in our Corporate Governance Statement OR ☐ we do not have an equity-based remuneration scheme and this recommendation is therefore not applicable OR ☐ we are an externally managed entity and this recommendation is therefore not applicable
ADDITIONAL DISCLOSURES APPLICABLE TO EXTERNALLY MANAGED LISTED ENTITIES			
-	<i>Alternative to Recommendation 1.1 for externally managed listed entities:</i> The responsible entity of an externally managed listed entity should disclose: (a) the arrangements between the responsible entity and the listed entity for managing the affairs of the listed entity; (b) the role and responsibility of the board of the responsible entity for overseeing those arrangements.	... the information referred to in paragraphs (a) and (b): ☐ in our Corporate Governance Statement OR ☐ at <i>[insert location]</i>	☐ an explanation why that is so in our Corporate Governance Statement
-	<i>Alternative to Recommendations 8.1, 8.2 and 8.3 for externally managed listed entities:</i> An externally managed listed entity should clearly disclose the terms governing the remuneration of the manager.	... the terms governing our remuneration as manager of the entity: ☐ in our Corporate Governance Statement OR ☐ at <i>[insert location]</i>	☐ an explanation why that is so in our Corporate Governance Statement

CORPORATE GOVERNANCE STATEMENT

This document discloses the extent to which Betmakers Technology Group Ltd ACN 164 521 395 (**Company**) has followed the recommendations set by the ASX Corporate Governance Council in the third edition of its Corporate Governance Principles and Recommendations (**ASX Recommendations**) during the reporting period ending 30 June 2019 (**Reporting Period**).

ASX Recommendation		Comply (Yes/No)	Additional comments
PRINCIPLE 1 – LAY SOLID FOUNDATIONS FOR MANAGEMENT AND OVERSIGHT			
1.1	A listed entity should disclose: (a) the respective roles and responsibilities of its board and management; and (b) those matters expressly reserved to the board and those delegated to management.	Yes	The Board is responsible for overseeing the management of the Company's business and the overall corporate governance of the Company. The Board monitors the operational and financial performance of the Company and oversees the strategies for the achievement of its business objectives, including approving the short and long-term strategic direction of the Company. The Board has adopted a written charter to provide a framework for the effective operation of the Board, which sets out the Board's composition, role and responsibilities and the relationship and interaction between the Board and management, and the authority delegated by the Board to management and any Board committees. The Company has also established a clear delineation between the Board's responsibility for the Company's strategy and activities, and the day-to-day management of operations conferred upon the Chief Executive Officer and certain other officers of the Company. The Board (in accordance with the Nomination and Remuneration Committee Charter) evaluates the performance of senior executives. Please also refer the Board Charter available via the Company's website, http://investors.thebetmakers.com/corporate-governance/, for further detail.
1.2	A listed entity should: (a) undertake appropriate checks before appointing a person, or putting forward to security holders a candidate for election, as a director; and (b) provide security holders with all material information in its possession relevant to a decision on whether or not to elect or re-elect a director.	Yes	The Company has adopted a Nomination and Remuneration Committee Charter to guide the Board in discharging its obligations to identify nominees for appointment as a Director at each annual general meeting and ensure that the audit, compensation and nomination, and corporate governance committees of the Board, have the benefit of qualified and experienced independent directors. The Company has also developed a Selection and Appointment of Directors Policy, Diversity Policy and Remuneration Policy to guide the Board in discharging these obligations. The Board believes that it is currently not of a relevant size to maintain a Nomination Committee and, accordingly, the Board remains responsible for such matters and will discharge its responsibilities in accordance with the Nomination and Remuneration Committee Charter (to the extent applicable). The Company provides its security holders with all material information in its possession relevant to a decision on whether or not to elect or re-elect a director in accordance with its Shareholder Communications Policy. Please also refer to the Nomination and Remuneration Committee Charter and Shareholder Communications Policy available via the Company's website, http://investors.thebetmakers.com/corporate-governance/, for further detail.
1.3	A listed entity should have a written agreement with each director and senior executive setting out the terms of their appointment.	Yes	The Company has entered into a written agreement with each director and senior executive. Please refer to the Nomination and Remuneration Committee Charter and Selection and Appointment of Directors Policy available via the Company's website, http://investors.thebetmakers.com/corporate-governance/, for further detail.
1.4	The company secretary of a listed entity should be accountable directly to the board, through the chair, on all matters to do with the proper functioning of the board.	Yes	The Company Secretary is accountable to the Board, through the Chairman, on all matters to do with the proper functioning of the Board. The Company Secretary works closely with the Chairman to manage the flow of information between the Board and senior executives.

			Please refer to the Board Charter available via the Company's website, http://investors.thebetmakers.com/corporate-governance/ , for further detail.
1.5	A listed entity should: (a) have a diversity policy which includes requirements for the board or a relevant committee of the board to set measurable objectives for achieving gender diversity and to assess annually both the objectives and the entity's progress in achieving them; (b) disclose that policy or a summary of it; and (c) disclose as at the end of each reporting period the measurable objectives for achieving gender diversity set by the board or a relevant committee of the board in accordance with the entity's diversity policy and its progress towards achieving them and either: (1) the respective proportions of men and women on the board, in senior executive positions and across the whole organisation (including how the entity has defined "senior executive" for these purposes); or (2) if the entity is a "relevant employer" under the Workplace Gender Equality Act, the entity's most recent "Gender Equality Indicators", as defined in and published under that Act.	Partially	The Board has implemented a Diversity Policy that seeks to align the Company's recruitment, remuneration and management systems with the commitment to develop a workplace culture that values and strives to achieve diversity in its workforce and on its Board. The Diversity Policy requires the Board to establish measurable objectives for achieving gender diversity within the Company's business and will require senior management to report annually on the achievement of those objectives. The Board believes that the Company is not presently of a size or complexity which justifies the need to set measurable objectives for achieving diversity, however, the Board believes that its current initiatives in accordance with the Company's Diversity Policy in a broader sense satisfy the Company's obligation to comply with this Recommendation 1.5. The Board assessed the gender diversity of the Company at the end of the Reporting Period and discloses the following proportions of men and women: • whole organisation: 39 men and 6 women; • senior executive positions: 6 men; • Board: 3 men and 1 women*. *including the Company Secretary The Board considers 'senior executives' to be those roles which report to an executive Director or the Board. Please refer to the Company's Diversity Policy available via the Company's website, http://investors.thebetmakers.com/corporate-governance/, for further detail.
1.6	A listed entity should: (a) have and disclose a process for periodically evaluating the performance of the board, its committees and individual directors; and (b) disclose, in relation to each reporting period, whether a performance evaluation was undertaken in the reporting period in accordance with that process.	Yes	The Board (led by the Chairman) endeavours to objectively evaluate its own performance and the performance of individual Directors on an annual basis. During the Reporting Period, the Board engaged a third party service provider to undertake an evaluation to determine various key areas for improvement in respect of Board processes, any gaps in the skills matrix and any required professional development. The Nomination and Remuneration Committee Charter (as currently implemented by the Board) sets out the responsibility for recognising and analysing any gaps in the skills and experience of the current Board. Please refer to the Company's Nomination and Remuneration Committee Charter available via the Company's website, http://investors.thebetmakers.com/corporate-governance/, for further detail.
1.7	A listed entity should: (a) have and disclose a process for periodically evaluating the performance of its senior executives; and (b) disclose, in relation to each reporting period, whether a performance evaluation was undertaken in the reporting period in accordance with that process.	Yes	The Board (led by the Chairman) endeavours to objectively evaluate the performance of senior executives on an annual basis. During the Reporting Period the Company undertook a formal performance review of its senior executives. The Nomination and Remuneration Committee Charter (as currently implemented by the Board) sets out the responsibility for evaluating the performance of senior executives. Please refer to the Company's Nomination and Remuneration Committee Charter available via the Company's website, http://investors.thebetmakers.com/corporate-governance/, for further detail.
PRINCIPLE 2 - STRUCTURE THE BOARD TO ADD VALUE			

2.1	The board of a listed entity should: (a) have a nomination committee which: (1) has at least three members, a majority of whom are independent directors; and (2) is chaired by an independent director, and disclose: (3) the charter of the committee; (4) the members of the committee; and (5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or (b) if it does not have a nomination committee, disclose that fact and the processes it employs to address board succession issues and to ensure that the board has the appropriate balance of skills, knowledge, experience, independence and diversity to enable it to discharge its duties and responsibilities effectively.	Yes	The Board has adopted the Nomination and Remuneration Committee Charter and Selection and Appointment of Directors Policy, for the purpose of addressing board succession issues and to ensure that the board has the appropriate balance of skills, knowledge, experience, independence and diversity to enable it to discharge its duties and responsibilities effectively. The Board believes that it is currently not of a relevant size to maintain a Nomination Committee and, accordingly, the Board remains responsible for such matters and will discharge its responsibilities in accordance with the Nomination and Remuneration Committee Charter (to the extent applicable). Please refer to the Company's Nomination and Remuneration Committee Charter and Selection and Appointment of Directors Policy available via the Company's website, http://investors.thebetmakers.com/corporate-governance/, for further details.
2.2	A listed entity should have and disclose a board skills matrix setting out the mix of skills and diversity that the board currently has or is looking to achieve in its membership.	Yes	The Company's Selection & Appointment of Directors Policy sets out the mix of skills and diversity that the Board currently has or should comprise in its membership, including without limitation: (a) bookmaking and betting industry experience; (b) information technology; (c) business acquisition and integration skills; (d) financial literacy and legal and regulatory knowledge; (e) diversity; (f) policy and regulatory development and reform; (g) health, safety and environment and social responsibility; and (h) organisational development and human resources. Please refer the Company's Nomination and Remuneration Committee Charter, Selection and Appointment of Directors Policy and Diversity Policy available via the Company's website, http://investors.thebetmakers.com/corporate-governance/, for further details.
2.3	A listed entity should disclose: (a) the names of the directors considered by the board to be independent directors; (b) if a director has an interest, position, association or relationship of the type described in Box 2.3 but the board is of the opinion that it does not compromise the independence of the director, the nature of the interest, position, association	Yes	The Board consists of three directors, with Nick Chan and Simon Dulhunty considered to be independent, non-executive directors. On 24 March 2016, the Company entered into consulting agreement with Simon Dulhunty Media Solutions Company Pty Ltd (a company controlled by non-executive Director, Simon Dulhunty) to formalise the provision of specialist advisory services to the Company, which were in addition to the Director's services as non-executive Director of the Company. Simon Dulhunty no longer provides consultancy services to the company. The disinterested Directors of the Company considered this additional relationship and believed that the scope of the arrangement would not affect Simon Dulhunty's ability to bring an independent judgment to Board matters or otherwise

	or relationship in question and an explanation of why the board is of that opinion; and (c) the length of service of each director.		affect his duties as non-executive Director of the Company. Accordingly, Simon Dulhunty remains an independent non-executive director. The length of service for each director is: - Nick Chan: appointed 29 October 2015; - Todd Buckingham: appointed 27 June 2013; and - Simon Dulhunty: appointed 2 October 2015.
2.4	A majority of the board of a listed entity should be independent directors.	Yes	Two of the three Directors of the Company is considered to be independent. The Board comprises two independent non-executive directors (Mr Nick Chan, Chair, and Mr Simon Dulhunty) and one executive Director (Mr Todd Buckingham, Managing Director).
2.5	The chair of the board of a listed entity should be an independent director and, in particular, should not be the same person as the CEO of the entity.	Yes	Mr Nick Chan, the Company's Chairman, is an independent non-executive Director and is not the same person as the CEO of the Company.
2.6	A listed entity should have a program for inducting new directors and provide appropriate professional development opportunities for directors to develop and maintain the skills and knowledge needed to perform their role as directors effectively.	Yes	The Nomination and Remuneration Charter sets out the responsibility for ensuring that the Company has a program for inducting new directors and providing appropriate professional development opportunities for continuing directors to develop and maintain the skills and knowledge needed to perform their role as directors effectively. The Board believes that it is currently not of a relevant size to maintain a Nomination and Remuneration Committee and, accordingly, the Board remains responsible for the above matters. Please refer to the Company's Nomination and Remuneration Committee Charter available via the Company's website, http://investors.thebetmakers.com/corporate-governance/, for further details.
PRINCIPLE 3 – ACT ETHICALLY AND RESPONSIBLY			
3.1	A listed entity should: (a) have a code of conduct for its directors, senior executives and employees; and (b) disclose that code or a summary of it.	Yes	The Board has adopted a formal Code of Conduct to be followed by all employees and officers (including Directors). The key aspects of the Code of Conduct are to: - act with honesty, integrity and fairness and in the best interests of the Company and in the reasonable expectations of Shareholders; - act in accordance with all applicable laws, regulations, policies and procedures, including the Company's regulatory and licensing requirements relating to its bookmaking and betting exchange licence; - have responsibility and accountability for individuals for reporting and investigating reports of unethical practices; and - use the Company's resources and property properly. Please refer to the Company's Code of Conduct available via the Company's website, http://investors.thebetmakers.com/corporate-governance/, for further details.
PRINCIPLE 4 – SAFEGUARD INTEGRITY IN CORPORATE REPORTING			
4.1	The board of a listed entity should: (a) have an audit committee which: (1) has at least three members, all of whom are non-executive directors and a majority of whom are independent directors; and (2) is chaired by an independent director, who is not the chair of the board,	Yes	The Board has adopted the Audit and Risk Committee Charter, which provides for the processes to be employed in independently verifying and safeguarding the integrity of the Company's corporate reporting, including the processes for the appointment and removal of the external auditor and the rotation of the audit engagement partner. The Board believes that it is currently not of a relevant size to maintain an Audit Committee and, accordingly, the Board remains responsible for such matters and will discharge its responsibilities in accordance with the Audit and Risk Committee Charter (to the extent applicable).

	and disclose: (3) the charter of the committee; (4) the relevant qualifications and experience of the members of the committee; and (5) in relation to each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or (b) if it does not have an audit committee, disclose that fact and the processes it employs that independently verify and safeguard the integrity of its corporate reporting, including the processes for the appointment and removal of the external auditor and the rotation of the audit engagement partner.		Please also refer to the Company's Audit and Risk Committee Charter available via the Company's website, http://investors.thebetmakers.com/corporate-governance/, for further details.
4.2	The board of a listed entity should, before it approves the entity's financial statements for a financial period, receive from its CEO and CFO a declaration that, in their opinion, the financial records of the entity have been properly maintained and that the financial statements comply with the appropriate accounting standards and give a true and fair view of the financial position and performance of the entity and that the opinion has been formed on the basis of a sound system of risk management and internal control which is operating effectively.	Yes	As set out in the Company's Audit and Risk Committee Charter (as currently implemented by the Board), the Board ensures that the Company complies with its legal obligations, including to require the Chief Executive Officer and/or Chief Financial Officer (or such other persons as required under the Corporations Act 2001 (Cth)) to provide declarations in relation to the Company's financial reports required by both section 295A of the Corporations Act 2001 (Cth) and this Recommendation 4.2. Please refer to the Company's Audit and Risk Committee Charter and Risk Management Policy available via the Company's website, http://investors.thebetmakers.com/corporate-governance/, for further details.
4.3	A listed entity that has an AGM should ensure that its external auditor attends its AGM and is available to answer questions from security holders relevant to the audit.	Yes	The Company's Audit and Risk Committee Charter sets out the responsibility for ensuring that the external auditor attends the Annual General Meeting of the Company and is available to answer questions from shareholders of the Company relevant to the audit. The Board believes that it is currently not of a relevant size to maintain an Audit and Risk Committee and, accordingly, the Board remains responsible for such matters and will discharge its responsibilities in accordance with the Audit and Risk Committee Charter (to the extent applicable). Please also refer to the Company's Audit and Risk Committee Charter available via the Company's website, http://investors.thebetmakers.com/corporate-governance/, for further details.
PRINCIPLE 5 – MAKE TIMELY AND BALANCED DISCLOSURE			
5.1	A listed entity should: (a) have a written policy for complying with its continuous disclosure obligations under the Listing Rules; and (b) disclose that policy or a summary of it.	Yes	The Company has adopted a Continuous Disclosure Policy to ensure compliance with its continuous disclosure obligations under the Listing Rules. The Policy establishes procedures that seek to ensure that Directors and management are aware of, and fulfil, their obligations in relation to the timely disclosure of material price-sensitive information. Please refer to the Company's Continuous Disclosure Policy available via the Company's website, http://investors.thebetmakers.com/corporate-governance/, for further details.
PRINCIPLE 6 – RESPECT THE RIGHTS OF SECURITY HOLDERS			
6.1	A listed entity should provide information about itself and its governance to investors via its website.	Yes	Information regarding the Company, its business and its governance is available on its website, http://investors.thebetmakers.com/corporate-governance/.

6.2	A listed entity should design and implement an investor relations program to facilitate effective two-way communication with investors.	Yes	The Company's Shareholder Communications Policy establishes procedures to ensure that Shareholders are provided with sufficient information to assess the performance of the Company and are informed of all major developments affecting the affairs of the Company in accordance with all applicable laws. Please refer to the Company's Shareholder Communications Policy available via the Company's website, http://investors.thebetmakers.com/corporate-governance/ , for further details.
6.3	A listed entity should disclose the policies and processes it has in place to facilitate and encourage participation at meetings of security holders.	Yes	The Company's Shareholder Communications Policy establishes procedures to encourage effective participation at general meetings of the Company. Please refer to the Company's Shareholder Communications Policy available via the Company's website, http://investors.thebetmakers.com/corporate-governance/ , for further details.
6.4	A listed entity should give security holders the option to receive communications from, and send communications to, the entity and its security registry electronically.	Yes	The Company's Shareholder Communications Policy ensures that Shareholders are able to access information relevant to their shareholding in the Company via the Company's share registry. Please refer to the Company's Shareholder Communications Policy available via the Company's website, http://investors.thebetmakers.com/corporate-governance/ , for further details.
PRINCIPLE 7 – RECOGNISE AND MANAGE RISK			
7.1	The board of a listed entity should: (a) have a committee or committees to oversee risk, each of which: (1) has at least three members, a majority of whom are independent directors; and (2) is chaired by an independent director, and disclose: (3) the charter of the committee; (4) the members of the committee; and (5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or (b) if it does not have a risk committee or committees that satisfy (a) above, disclose that fact and the processes it employs for overseeing the entity's risk management framework.	Yes	The Board has adopted the Audit and Risk Committee Charter and Risk Management Policy, which oversees the Company's risk management framework. The Board believes that it is currently not of a relevant size to maintain a separate Risk Committee and, accordingly, the Board remains responsible for such matters and will discharge its responsibilities in accordance with the Audit and Risk Committee Charter and Risk Management Policy (to the extent applicable). Please refer to the Company's Audit and Risk Committee Charter and Risk Management Policy available via the Company's website, http://investors.thebetmakers.com/corporate-governance/ , for further details.
7.2	The board or a committee of the board should: (a) review the entity's risk management framework at least annually to satisfy itself that it continues to be sound; and (b) disclose, in relation to each reporting period, whether such a review has taken place.	Yes	The Company's Audit and Risk Committee Charter (as currently implemented by the Board), sets out the responsibility for ensuring that the Company's risk management plan framework is reviewed at least annually. During the Reporting Period the Board and Management continuously reviewed the Company's risk management framework, including by way of conducting regular assessments of current risks and appropriate management strategies. Please refer to the Company's Audit and Risk Committee Charter and Risk Management Policy available via the Company's website, http://investors.thebetmakers.com/corporate-governance/ , for further details.
7.3	A listed entity should disclose:	Yes	The Company does not have an internal audit function.

	(a) if it has an internal audit function, how the function is structured and what role it performs; or (b) if it does not have an internal audit function, that fact and the processes it employs for evaluating and continually improving the effectiveness of its risk management and internal control processes.		The Company's Audit and Risk Committee Charter (as currently implemented by the Board) and Risk Management Policy, governs the processes it employs for evaluating and continually improving the effectiveness of its risk management and internal control processes. Please refer to the Company's Audit and Risk Committee Charter and Risk Management Policy available via the Company's website, http://investors.thebetmakers.com/corporate-governance/, for further details.
7.4	A listed entity should disclose whether it has any material exposure to economic, environmental and social sustainability risks and, if it does, how it manages or intends to manage those risks.	Yes	Currently the Company has no material exposure to any economic, environmental and social sustainability risks to disclose. In accordance with the Audit and Risk Committee Charter (as currently implemented by the Board), the Board is responsible for reviewing whether the Company has any material exposure to any economic, environmental and social sustainability risks. Please refer to the Audit & Risk Committee Charter and the Risk Management Policy available via the Company's website, http://investors.thebetmakers.com/corporate-governance/, for further details.
PRINCIPLE 8 – REMUNERATE FAIRLY AND RESPONSIBLY			
8.1	The board of a listed entity should: (a) have a remuneration committee which: (1) has at least three members, a majority of whom are independent directors; and (2) is chaired by an independent director, and disclose: (3) the charter of the committee; (4) the members of the committee; and (5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or (b) if it does not have a remuneration committee, disclose that fact and the processes it employs for setting the level and composition of remuneration for directors and senior executives and ensuring that such remuneration is appropriate and not excessive.	Yes	The Board has adopted the Nomination and Remuneration Committee Charter and Remuneration Policy, for the purpose of establishing processes for setting the level and composition of remuneration for directors and senior executives and ensuring that such remuneration is appropriate and not excessive. The Board believes that it is currently not of a relevant size to maintain a Remuneration Committee and, accordingly, the Board remains responsible for such matters and will discharge its responsibilities in accordance with the Nomination and Remuneration Committee Charter (to the extent applicable). Please refer to the Company's Nomination and Remuneration Committee Charter and Remuneration Policy available via the Company's website, http://investors.thebetmakers.com/corporate-governance/, for further details.
8.2	A listed entity should separately disclose its policies and practices regarding the remuneration of non-executive directors and the remuneration of executive directors and other senior executives.	Yes	The Company's policies and practices regarding the remuneration of non-executive directors and the remuneration of executive directors and other senior executives is set out in the Remuneration Report contained within the Annual Report each year. Please see pages 7 to 9 of the Annual Report for the Reporting Period, and the Company's Nomination and Remuneration Committee Charter and Remuneration Policy available via the Company's website, http://investors.thebetmakers.com/corporate-governance/, for further details.
8.3	A listed entity which has an equity-based remuneration scheme should: (a) have a policy on whether participants are permitted to enter into transactions (whether through the use of derivatives or	Yes	The Company has implemented a Long Term Incentive Plan (LTIP) to assist in the reward, retention and motivation of executives and key employees of the Group (Participants).

	otherwise) which limit the economic risk of participating in the scheme; and (b) disclose that policy or a summary of it.		The Company's Securities Trading Policy prohibits Participants from entering into transactions (through the use of derivatives) which limit the economic risk of participating in the LTIP. Please also see the Securities Trading Policy available via the Company's website, http://investors.thebetmakers.com/corporate-governance/, for further details.
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