

7 February 2020

ASX Compliance Pty Ltd  
Attn: Lin Kang  
Adviser, Listings Compliance  
20 Bridge Street  
Sydney NSW 2000

By Email: [ListingsComplianceSydney@asx.com.au](mailto:ListingsComplianceSydney@asx.com.au)

Dear Lin

**BetMakers Technology Group Ltd: Aware Query**

We refer to your letter addressed to BetMakers Technology Group Ltd (**Company**) dated 5 February 2020 (**Your Letter**) and provide the following responses (using the corresponding numbering as set out in Your Letter):

- 1) Does BET consider the Information to be information that a reasonable person would expect to have a material effect on the price or value of its securities?**

As disclosed in the announcement released by the Company on 5 February 2020 (**Announcement**), the Company considers the Information (as defined in Your Letter), being the signing of the binding agreement (**Agreement**) between BetMakers DNA Pty Ltd, a wholly owned subsidiary of the Company, New Jersey Thoroughbred Horsemen Association (**NJTHA**) and Darby Development LLC (**Darby**), may be information that a reasonable person would expect to have a material effect on the price or value of its securities.

- 2) If the answer to question 1 is “no”, please advise the basis for that view.**

N/A

- 3) When did BET first become aware of the Information?**

The Company first became aware of the Information on the evening of Monday, 3 February 2020, when a copy of the Agreement executed by NJTHA and Darby was delivered to the Company.

On Tuesday, 4 February 2020, prior to the ASX trading hours opening, the Company lodged a request for trading halt pending the finalisation of Board approval of the Agreement and release of the Announcement.

As set out in Your Letter, the Announcement was then lodged by the Company to lift the trading halt at 8:34am (AEDT) on Wednesday, 5 February 2020, being prior to the ASX trading hours opening.

- 4) If the answer to question 1 is “yes” and BET first became aware of the Information before the relevant date, did BET make any announcement prior to the relevant date which disclosed the information? If so, please provide details. If not, please explain why this information was not released to the market at an earlier time, commenting specifically on when you believe BET**

**was obliged to release the information under Listing Rules 3.1 and 3.1A and what steps BET took to ensure that the information was released promptly and without delay.**

As set out above in response to question 3 of Your Letter, on Tuesday, 4 February 2020, prior to the ASX trading hours opening, the Company lodged the request for trading halt pending the release of the Announcement. The request for trading halt specified that the Company was seeking a trading halt pending an announcement to be released to the ASX regarding the entry into a material agreement relating to distribution arrangements in New Jersey, USA.

The Company did not make any announcement in respect of the Information prior to the request for trading halt on 4 February 2020.

The Company believes that it was not obliged to release the Information under Listing Rule 3.1 and 3.1A on the basis that, prior to the evening of 3 February 2020:

- the Information concerned an incomplete proposal or negotiation;
- the Information remained confidential and ASX had not formed the view that the Information had ceased to be confidential; and
- a reasonable person would not expect the Information to be disclosed given the non-binding nature of the Agreement at that time.

Upon receipt of the Agreement signed by NJTHA and Darby on the evening of 3 February 2020, prior to the ASX trading hours opening on 4 February 2020, the Company then requested a trading halt pending the finalisation of Board approval of the Agreement and the release of the Announcement.

Whilst the Company is unable to opine on the reasons for the increase in the Company's share price between 3 February 2020 and 5 February 2020 as set out in Your Letter, the Company notes that:

- the Company lodged its Quarterly Activities Report and Appendix 4C in respect of the financial quarter ended 31 December 2019 after the ASX trading hours closed on Friday, 31 January 2020;
- on the evening of Friday, 31 January 2020, The Australian Business Review published an article titled "Tom Waterhouse app to rein in bookies odds" in respect of the deal between the Company and entities associated with Tom Waterhouse, as announced by the Company on Tuesday, 28 January 2020 (**Article**); and
- on Saturday, 1 February 2020, Waterhouse VC (@waterhousevc) tweeted about the Article on Twitter, including an image of the Article and stating that *"Betmakers have unique technology and are well placed for US growth. Todd Buckingham (CEO) is a visionary in the gambling space. We are investors/believers in the business even before the TW deal."*

Accordingly, this additional media attention may have contributed to the subsequent increase in the Company's share price.

**5) Please confirm that BET is complying with the Listing Rules and, in particular, Listing Rule 3.1.**

The Company considers that all material price-sensitive information has been announced in accordance with ASX Listing Rule 3.1 and the Company is otherwise in compliance with the Listing Rules.

- 6) Please confirm that BET's responses to the questions above have been authorised and approved under its published continuous disclosure policy or otherwise by its board or an officer of BET with delegated authority from the board to respond to ASX on disclosure matters.

The Company's responses above have been authorised by an officer with delegated authority from the board to respond to ASX on disclosure matters.

Yours faithfully



Charly Duffy  
Company Secretary  
BetMakers Technology Group Ltd



5 February 2020

Reference: 13496

Ms Charly Duffy  
Company Secretary  
Cdplus Corporate Services Pty Ltd  
Level 42  
Rialto South Tower  
525 Collins St  
Melbourne VIC 3000

By email

Dear Ms Duffy

**BetMakers Technology Group Ltd ('BET'): Aware Query**

ASX refers to the following:

- A. BET's announcement entitled "BetMakers signs 10-year exclusive agreement to manage fixed odds horse racing in New Jersey" lodged on the ASX Market Announcements Platform [and released at 8:34 AM] on 5 February 2020 (the 'Announcement'), disclosing the agreement signed between BetMakers DNA Pty Ltd, a wholly owned subsidiary of BET, New Jersey Thoroughbred Horsemen Association and Darby Development LLC ('Information').
- B. The increase in BET's share price from an opening price of 20.5 cents on 3 February 2020 to a high of 37 cents at the time of writing today. ASX also notes an increase in the trading volumes of BET's shares over this same period.
- C. Listing Rule 3.1, which requires a listed entity to immediately give ASX any information concerning it that a reasonable person would expect to have a material effect on the price or value of the entity's securities.
- D. The definition of "aware" in Chapter 19 of the Listing Rules, which states that:  
*"an entity becomes aware of information if, and as soon as, an officer of the entity (or, in the case of a trust, an officer of the responsible entity) has, or ought reasonably to have, come into possession of the information in the course of the performance of their duties as an officer of that entity" and section 4.4 in Guidance Note 8 Continuous Disclosure: Listing Rules 3.1 – 3.1B "When does an entity become aware of information."*
- E. Listing Rule 3.1A, which sets out exceptions from the requirement to make immediate disclosure, provided that each of the following are satisfied.  
*"3.1A Listing rule 3.1 does not apply to particular information while each of the following is satisfied in relation to the information:*  
*3.1A.1 One or more of the following applies:*
  - *It would be a breach of a law to disclose the information;*
  - *The information concerns an incomplete proposal or negotiation;*
  - *The information comprises matters of supposition or is insufficiently definite to warrant disclosure;*
  - *The information is generated for the internal management purposes of the entity; or*

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- *The information is a trade secret; and*
- 3.1A.2 *The information is confidential and ASX has not formed the view that the information has ceased to be confidential; and*
- 3.1A.3 *A reasonable person would not expect the information to be disclosed.”*
- F. ASX’s policy position on the concept of “confidentiality”, which is detailed in section 5.8 of Guidance Note 8 *Continuous Disclosure*: Listing Rules 3.1 – 3.1B. In particular, the Guidance Note states that:
- “Whether information has the quality of being confidential is a question of fact, not one of the intention or desire of the listed entity. Accordingly, even though an entity may consider information to be confidential and its disclosure to be a breach of confidence, if it is in fact disclosed by those who know it, then it ceases to be confidential information for the purposes of this rule.”*

### **Request for Information**

Having regard to the above, ASX asks BET to respond separately to each of the following questions and requests for information:

1. Does BET consider the Information to be information that a reasonable person would expect to have a material effect on the price or value of its securities?
2. If the answer to question 1 is “no”, please advise the basis for that view.
3. When did BET first become aware of the Information?
4. If the answer to question 1 is “yes” and BET first became aware of the Information before the relevant date, did BET make any announcement prior to the relevant date which disclosed the information? If so, please provide details. If not, please explain why this information was not released to the market at an earlier time, commenting specifically on when you believe BET was obliged to release the information under Listing Rules 3.1 and 3.1A and what steps BET took to ensure that the information was released promptly and without delay.
5. Please confirm that BET is complying with the Listing Rules and, in particular, Listing Rule 3.1.
6. Please confirm that BET’s responses to the questions above have been authorised and approved in accordance with its published continuous disclosure policy or otherwise by its board or an officer of BET with delegated authority from the board to respond to ASX on disclosure matters.

### **When and where to send your response**

This request is made under Listing Rule 18.7. Your response is required as soon as reasonably possible and, in any event, by no later than 9:00 AM AEDT Friday, 7 February 2020.

You should note that if the information requested by this letter is information required to be given to ASX under Listing Rule 3.1 and it does not fall within the exceptions mentioned in Listing Rule 3.1A, BET’s obligation is to disclose the information “immediately”. This may require the information to be disclosed before the deadline set out in the previous paragraph and may require BET to request a trading halt immediately.

If you wish to request a trading halt, you must tell us:

- the reasons for the trading halt;
- how long you want the trading halt to last;
- the event you expect to happen that will end the trading halt;

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- that you are not aware of any reason why the trading halt should not be granted; and
  - any other information necessary to inform the market about the trading halt, or that we ask for.

We require the request for a trading halt to be in writing. The trading halt cannot extend past the commencement of normal trading on the second day after the day on which it is granted.

You can find further information about trading halts in Guidance Note 16 *Trading Halts & Voluntary Suspensions*.

ASX reserves the right to release a copy of this letter and your response on the ASX Market Announcements Platform under Listing Rule 18.7A. Accordingly, your response should be in a form suitable for release to the market.

Your response should be sent to me by e-mail at [ListingsComplianceSydney@asx.com.au](mailto:ListingsComplianceSydney@asx.com.au). It should not be sent directly to the ASX Market Announcements Office. This is to allow me to review your response to confirm that it is in a form appropriate for release to the market, before it is published on the ASX Market Announcements Platform.

#### **Listing Rules 3.1 and 3.1A**

In responding to this letter, you should have regard to BET's obligations under Listing Rules 3.1 and 3.1A and also to Guidance Note 8 *Continuous Disclosure: Listing Rules 3.1 – 3.1B*. It should be noted that BET's obligation to disclose information under Listing Rule 3.1 is not confined to, nor is it necessarily satisfied by, answering the questions set out in this letter.

#### **Suspension**

If you are unable to respond to this letter by the time specified above ASX will likely suspend trading in BET's securities under Listing Rule 17.3.

#### **Enquiries**

If you have any queries or concerns about any of the above, please contact me immediately.

Kind regards

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**Lin Kang**  
Adviser, Listings Compliance (Sydney)