



16 September 2022

The Manager, Listings
Australian Securities Exchange
ASX Market Announcements
Exchange Centre
20 Bridge Street
Sydney NSW 2000

**PointsBet Holdings Limited
2022 AGM Notice of Meeting**

In accordance with Listing Rule 3.17, please find attached the Notice of Meeting for the Company's Annual General Meeting to be held on Thursday, 20 November 2022.

The Annual Report for the 12 months to 30 June 2022 was previously released to the ASX on 31 August 2022.

A Notice and Access Form and the Annual Report will be dispatched to shareholders today in accordance with their elections.

Yours faithfully

A handwritten signature in blue ink that reads "A. Hensher".

Andrew Hensher
Group General Counsel
and Company Secretary



POINTS BET HOLDINGS LIMITED

NOTICE OF 2022 ANNUAL GENERAL MEETING AND EXPLANATORY STATEMENT

Thursday, 20 October 2022 at 11.00am (Melbourne time)

**The Glasshouse, Olympic Park Oval, Olympic Blvd,
Melbourne VIC 3001**

2022 ANNUAL GENERAL MEETING

Dear shareholder

2022 ANNUAL GENERAL MEETING

On behalf of the Board, I am pleased to invite you to attend the 2022 Annual General Meeting (**Meeting**) of PointsBet Holdings Limited (**Company** or **PointsBet**), which has been scheduled as follows:

Date: Thursday, 20 October 2022

Time: 11.00am (Melbourne time) with registration open from 10.00am

Location: The Glasshouse, Olympic Park Oval, Olympic Blvd, Melbourne VIC 3001

It has been another successful year for PointsBet.

During the year, the Company continued to capitalise on its expanding US presence by scaling its operations through key hires across all departments, as well as rolling out sports betting operations in four new US states (West Virginia, Virginia, New York and Pennsylvania), and iGaming operations in the states of New Jersey, West Virginia, Pennsylvania, together with sports betting and iGaming operations in Ontario, Canada.

We currently have live sportsbook operations in Australia, 12 US states plus Ontario, Canada and are live with iGaming in 4 states plus Ontario, Canada.

The US business saw sports betting Gross Win growth of 66% to \$158.7 million, with sports betting Net Win also increasing by 81% to \$74.1 million. US iGaming New Win grew 1,247% to \$19.7 million. For the 12 months to 30 June 2022, the US business had 266,882 Cash Active Clients, a 67% increase compared to the 12 months to 30 June 2021.

In Australia, the Company achieved year-on-year Net Revenue growth of 30%, with the Australian Trading business achieving its third year of annual EBITDA positivity. This strong performance demonstrates PointsBet's capability to disrupt and grow market share in an advanced market where we compete successfully against global groups such as Flutter, Entain and Bet365. For the 12 months to 30 June 2022, the Australian Trading business had 239,121 Cash Active Clients, a 22% increase compared to the 12 months to 30 June 2021.

Following the completion of the successful capital raise in August 2021 (raising \$400 million) and the strategic placement of \$94.2 million to SIG Sports Investments Corp in June 2022, the Company is adequately funded to execute our strategy in the near term, with a corporate cash balance at 30 June 2022 of \$472.7 million.

We would like to thank you, our shareholders, for your support and vote of confidence in the business and its team. We look forward to delivering on the opportunities we see for the business moving forward and growing shareholder value.

Yours sincerely



Brett Paton
Chairman

NOTICE OF 2022 ANNUAL GENERAL MEETING

MAP AND TRANSPORT



Notice is given that the Annual General Meeting (**Meeting**) of the shareholders of PointsBet Holdings Limited (**Company** or **PointsBet**) will be held at the time and location, and to conduct the business, specified below:

Date: Thursday, 20 October 2022

Time: 11.00am (Melbourne time)

Location: The Glasshouse, Olympic Park Oval, Olympic Blvd, Melbourne VIC 3001

The Explanatory Statement to this Notice of Meeting provides further details.

There's a guest entrance into Glasshouse via Olympic Boulevard.

The Eastern Plaza Carpark via entrance D on Olympic Boulevard (which is across the road from Glasshouse) is open for Public Parking. Parking is subject to space available and subject to the fee set by Melbourne & Olympic Parks. This is normally \$7.50. Pre booking parking is recommended: <https://prebook.mopt.vic.gov.au>

Alternatively, there is metered parking on Alexandra Avenue. It is a short walk over Swan Street bridge.

Trams from the city and surrounds are walking distance to The Glasshouse.

The Glasshouse is a short 10-minute walk from Richmond Station

For more specific information about public transport routes and timetables, visit www.ptv.vic.gov.au/journey.

NOTICE OF 2022 ANNUAL GENERAL MEETING

BUSINESS OF THE MEETING

ORDINARY BUSINESS

Financial Report, Directors' Report and Auditor's Report

To receive and consider the Financial Report, Directors' Report and Auditor's Report for the year ended 30 June 2022.

Resolution 1: Re-election of Director – Mr Brett Paton

To consider, and if thought fit, pass the following resolution as an ordinary resolution:

"That Mr Brett Paton who, in accordance with clause 7.1(d) of the Constitution and ASX Listing Rule 14.4, retires from office by rotation and, being eligible, offers himself for re-election, be re-elected as a Director of the Company."

Note: Information about Mr Paton appears in the Explanatory Statement to this Notice of Meeting.

Resolution 2: Re-election of Director – Mr Tony Symons

To consider, and if thought fit, pass the following resolution as an ordinary resolution:

"That Mr Tony Symons who, in accordance with clause 7.1(d) of the Constitution and ASX Listing Rule 14.4, retires from office by rotation and, being eligible, offers himself for re-election, be re-elected as a Director of the Company."

Note: Information about Mr Symons appears in the Explanatory Statement to this Notice of Meeting.

Resolution 3: Re-election of Director – Mr Peter McCluskey

To consider, and if thought fit, pass the following resolution as an ordinary resolution:

"That Mr Peter McCluskey who, in accordance with clause 7.1(d) of the Constitution and ASX Listing Rule 14.4, retires from office by rotation and, being eligible, offers himself for re-election, be re-elected as a Director of the Company."

Note: Information about Mr McCluskey appears in the Explanatory Statement to this Notice of Meeting.

Resolution 4: Ratification of Prior Issue of Shares

To consider, and if thought fit, pass the following resolution as an ordinary resolution:

"That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, shareholders ratify the allotment and issue of 38,750,000 Shares on the terms and conditions set out in the Explanatory Statement".

Voting exclusion: The Company will disregard any votes cast in favour of Resolution 4 by or on behalf of SIG Sports Investments Corp. or its associates, unless the vote is cast on Resolution 4:

- by a person as proxy or attorney for a person entitled to vote on the resolution in accordance with a direction given to the proxy or attorney to vote on the resolution in that way; or
- by the Chairman as proxy or attorney for a person entitled to vote on the resolution, in accordance with a direction given to the Chairman to vote on the resolution as the Chairman decides; or
- by a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution; and
 - the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Resolution 5: Issue of Performance Share Rights to Mr Sam Swanell

To consider, and if thought fit, pass the following resolution as an ordinary resolution:

"That for the purposes of ASX Listing Rule 10.14 and for all other purposes, approval is given for the Company to issue 1,516,945 Performance Share Rights to Sam Swanell (and/or his nominee) under the Key Employee Equity Plan on the terms and conditions set out in the Explanatory Statement"

Voting exclusion: The Company will disregard any votes cast in favour of Resolution 5 by or on behalf of Mr Swanell and any of his associates unless the vote is cast on Resolution 5:

- by a person as proxy or attorney for a person entitled to vote on the resolution in accordance with a direction given to the proxy or attorney to vote on the resolution in that way; or
- by the Chairman of the Meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the Chairman to vote on the resolution as the Chairman decides; or

NOTICE OF 2022 ANNUAL GENERAL MEETING

- by a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution; and
 - the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Resolution 6: Remuneration Report

To consider, and if thought fit, pass the following non-binding resolution as an ordinary resolution:

“That the Remuneration Report for the Company (included in the Directors’ Report) for the year ended 30 June 2022 be adopted.”

Voting prohibition for Resolutions 5 and 6: A vote on Resolutions 5 or 6 must not be cast:

- by or on behalf of a member of KMP (in the case of Resolution 6, details of whose remuneration are included in the Remuneration Report for the year ended 30 June 2022) or their closely related parties (regardless of the capacity in which the vote is cast);
- as a proxy by a member of the Company’s KMP at the date of the meeting or their closely related parties,

unless the vote is cast as a proxy for a person permitted to vote on Resolution 5 or 6:

- in accordance with a direction as to how to vote on the proxy form; or
- by the person chairing the Meeting pursuant to an express authorisation to exercise the proxy even though it is connected with the remuneration of KMP.

By order of the Board.



Andrew Hensher
Group General Counsel
& Company Secretary
16 September 2022

NOTICE OF 2022 ANNUAL GENERAL MEETING

NOTES

These Notes and the following Explanatory Statement form part of the Notice of Meeting.

If you are unable to attend the Meeting but wish to appoint a proxy, please complete and return the enclosed proxy form so that it is received prior to 11.00am (Melbourne time) on Tuesday, 18 October 2022. You can do this online or by returning it to our share registry, Computershare Investor Services Pty Limited. Details of how to complete and submit the proxy form are included on the proxy form.

A form is also enclosed for those who cannot attend the Meeting but would like to submit questions on any shareholder matters that may be relevant to the Meeting. The more frequently raised shareholder issues will be addressed by the Chairman during the course of the Meeting. However, there may not be sufficient time available at the Meeting to address all of the questions raised. Please note that individual responses will not be sent to shareholders.

Determination of entitlement to attend and vote

For the purposes of determining an entitlement to vote at the Meeting, shares will be taken to be held by the persons who are registered as shareholders at 7:00pm (Melbourne time) on Tuesday, 18 October 2022.

Proxies

A shareholder entitled to attend and vote at the Meeting is entitled to appoint a proxy. If a shareholder is entitled to cast two or more votes, the shareholder may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If no proportion or number is specified, each proxy may exercise half of the shareholder's votes.

An instrument appointing a proxy must be signed by the shareholder appointing the proxy or by the shareholder's attorney duly authorised in writing or, if the shareholder is a corporation, in accordance with the *Corporations Act 2001* (Cth) (the **Corporations Act**) and the shareholder's constitution. A proxy need not be a shareholder of the Company and may be an individual or body corporate. A proxy has the same rights as a shareholder to speak at the Meeting, to vote (but only to the extent allowed by the appointment) and to join in a demand for a poll.

A proxy form which is signed under power of attorney or other authority must be accompanied by that power of attorney or authority or a copy of that power of attorney or authority certified as a true copy by statutory declaration,

unless it has previously been provided to and been accepted by the share registry. Where more than one joint holder votes, the vote of the holder whose name appears first in the register of shareholders shall be accepted to the exclusion of the others.

Shareholders who have appointed a proxy may still attend the Meeting. However, the proxy's rights to speak and vote are suspended while the shareholder is present.

The Company encourages all shareholders who submit proxies to direct their proxy whether to vote for or against or to abstain from voting on each resolution. **The Chairman of the Meeting intends to vote all available undirected proxies in favour of all of the resolutions.**

An instrument appointing a proxy must be lodged as follows by no later than 11.00am (Melbourne time) on Tuesday, 18 October 2022 in order to be effective:

- online, by following the instructions on the proxy form accompanying this Notice of Meeting;
- by mail, addressed to PointsBet Holdings Limited, C/- Computershare Investor Services Pty Limited, GPO Box 242, Melbourne, Victoria, 3001, Australia;
- by fax to the share registry on 1800 783 447 (within Australia) and +61 3 9473 2555 (outside Australia); or
- in person to the share registry, Computershare Investor Services Pty Limited, 452 Johnston Street, Abbotsford, Victoria, 3067, Australia.

Corporate representatives

A body corporate which is a shareholder or which has been appointed as a proxy may appoint an individual to act as its representative at the Meeting. The appointment must comply with the requirements of section 250D of the Corporations Act. The representative should bring to the Meeting evidence of his or her appointment, including any authority under which it is signed, unless it has previously been provided to and been accepted by the share registry.

If such evidence is not received prior to the commencement of the Meeting, then the individual will not be permitted to act as the shareholder's representative or representative of the shareholder's proxy.

Voting

Voting on resolutions set out in this Notice of Meeting will be conducted by poll. Upon a poll, every shareholder who is present in person or by proxy, representative or attorney will have one vote for each share held by that shareholder.

EXPLANATORY STATEMENT

EXPLANATORY STATEMENT

ORDINARY BUSINESS

This Explanatory Statement is intended to provide shareholders of the Company with information to assess the merits of the proposed resolutions in the accompanying Notice of Meeting.

The Directors recommend that shareholders read the Explanatory Statement in full before making any decision in relation to the following.

Financial Report, Directors' Report and Auditor's Report

This item of business calls for shareholders to formally receive the Financial Report for the year ended 30 June 2022 (which includes all the financial statements and notes), Directors' Report and the Auditor's Report. The Financial Report, Directors' Report and Auditor's Report are set out in the Company's Annual Report. Shareholders who elected to receive a printed copy of the Annual Report should have received the Annual Report with this Notice of Meeting. The Annual Report is available from the Company website, <https://investors.pointsbet.com.au/>.

While shareholders are not required to vote on the Financial Report, Directors' Report and Auditor's Report, there will be reasonable opportunity at the Meeting to raise questions on the reports and the management of the Company. The Auditor will be in attendance at the Meeting and can answer questions on the conduct of the audit, the preparation and content of the Auditor's Report, the accounting policies adopted by the Company in relation to the preparation of the financial statements and the independence of the auditor in relation to the conduct of the audit.

Resolution 1: Re-election of Director – Mr Brett Paton

In accordance with ASX Listing Rule 14.4 and clause 7.1(d) of the Constitution, a Director (other than the Managing Director) must not hold office (without re-election) past the third AGM following the Director's appointment or 3 years following the entity's admission to ASX, whichever is longer.

Accordingly, Mr Brett Paton will retire by rotation at this Meeting and, being eligible, is submitting himself for re-election at the Meeting.

Brief biographical details of Mr Paton are set out below:

Occupation: Company Director

Academic and professional qualifications B Ec Monash University, Chartered Accountant

Mr Paton entered the finance industry in 1980 as a Chartered Accountant and, after 23 years at UBS, retired from his role in 2008 as Vice Chairman, having run the UBS Equity Capital Markets business for 14 years.

Following this he was Vice Chairman of the Institutional Clients Group for Australia and New Zealand at Citigroup Inc for five years.

Over his years at UBS and Citigroup, Mr Paton's respective teams assisted and advised companies, governments and government agencies on capital raisings totaling approximately \$230 billion of equity.

Having served as a Non-Executive Director of Tabcorp and Chair of Audit and Risk for its demerged entity, Echo Entertainment, he has gained significant experience and valuable insights into the functions expected of ASX boards and companies in the wagering industry. Mr Paton has also served as a Council member of RMIT University where he chaired the Risk and Audit Committee and was also a foundation member of the ASX Capital Markets Advisory Panel.

Mr Paton is the Chairman of the Board and is a member of the Remuneration and Nomination Committee and a member of the Audit, Risk and Compliance Committee.

Mr Paton was appointed in November 2018. The Board considers that Mr Paton is a non-independent Director by virtue of his ownership in the Company. However, the Board considers that Mr Paton is the most appropriate person to lead the Board because of his extensive experience in the finance industry and wagering industry, his experience acting as director of listed wagering companies and his deep capital markets expertise.

The Board of Directors (other than Mr Paton) supports the re-election of Mr Paton as a Director of the Company and recommends that shareholders vote in favour of Resolution 1.

Resolution 2: Re-election of Director – Mr Tony Symons

In accordance with ASX Listing Rule 14.4 and clause 7.1(d) of the Constitution, a Director (other than the Managing Director) must not hold office (without re-election) past the third AGM following the Director's appointment or 3 years following the entity's admission to ASX, whichever is longer.

Accordingly, Mr Tony Symons will retire by rotation at this Meeting and, being eligible, is submitting himself for re-election at the Meeting.

Brief biographical details of Mr Symons are set out below:

Occupation: Law Firm Partner and Company Director

Academic and professional qualifications B Com B Law University of Melbourne, Mr Symons has over 20 years' experience in corporate law and mergers and acquisitions,

EXPLANATORY STATEMENT

including four years with a global firm in Hong Kong. Mr Symons was the Founder and Managing Director of Clarendon Lawyers, a corporate legal advisory firm specialising in mergers and acquisitions and equity capital markets. In late 2021, Clarendon Lawyers merged with Mills Oakley, a full-service national law firm.

His extensive experience spans a wide range of corporate transactions involving large foreign listed companies, private equity funds, Australian listed companies, large private companies and family offices across a range of industries. He regularly advises on and coordinates complex transactions, often across multiple jurisdictions, and is consistently recognised in peer review based industry publications as a leading M&A lawyer in Australia.

Mr Symons was appointed in September 2016 and is the Chair of the Remuneration and Nomination Committee and a Member of the Audit, Risk and Compliance Committee.

The Board of Directors (other than Mr Symons) supports the re-election of Mr Symons as a Director of the Company and recommends that shareholders vote in favour of Resolution 2.

Resolution 3: Re-election of Director – Mr Peter McCluskey

In accordance with ASX Listing Rule 14.4 and clause 7.1(d) of the Constitution, a Director (other than the Managing Director) must not hold office (without re-election) past the third AGM following the Director's appointment or 3 years following the entity's admission to ASX, whichever is longer.

Accordingly, Mr Peter McCluskey will retire by rotation at this Meeting and, being eligible, is submitting himself for re-election at the Meeting.

Brief biographical details of Mr McCluskey are set out below:

Occupation: Insolvency and Corporate Reconstruction Professional and Company Director

Academic and professional qualifications B Bus Swinburne University, Chartered Accountant

Mr McCluskey has been an insolvency and corporate reconstruction professional for 33 years. He has strong relationships within the Australian and international finance sectors. He has managed the conflicting agendas of diverse parties in large banking syndicates in some of the biggest restructuring assignments in Australia. He is currently a Special Advisor, Restructuring services at KPMG.

He was Managing Partner at Ferrier Hodgson's Melbourne office for 12 years. During his tenure at Ferrier Hodgson, Mr McCluskey had exposure to a

broad range of industries due to his engagement and oversight of several corporate restructuring and insolvency projects and is recognised for his ability to manage and resolve complex matters.

Mr McCluskey was appointed in November 2017 and is the Chair of the Audit, Risk and Compliance Committee and a Member of the Remuneration and Nomination Committee.

The Board of Directors (other than Mr McCluskey) supports the re-election of Mr McCluskey as a Director of the Company and recommends that shareholders vote in favour of Resolution 3.

Resolution 4: Ratification of Prior Issue of Shares

As announced on 20 June 2020, the Company issued 38,750,000 shares (**Shares**) to SIG Sports Investment Corp. (a member of the Susquehanna International Group of Companies) (**SIG**) under a subscription agreement (**Subscription Agreement**).

Privately owned SIG is headquartered in Pennsylvania, USA and is one of the largest proprietary financial trading firms in the world, with additional business verticals encompassing derivatives market making, institutional brokerage, private equity, sports analytics and structured capital.

As set out in the ASX release dated 20 June 2022, the Company and Nellie Analytics Limited (**Nellie Analytics**), a member of SIG, have also entered into an agreement to scope and develop the terms for Nellie Analytics to provide sports analytics and quantitative modelling services to complement PointsBet's existing capabilities and accelerate the technology roadmap.

The Shares were issued pursuant to ASX Listing Rule 7.1. Resolution 4 seeks Shareholder ratification pursuant to ASX Listing Rule 7.4 for the issue of the Shares issued under ASX Listing Rules 7.1.

ASX Listing Rule 7.1 provides that a company must not, subject to specified exceptions, issue or agree to issue more equity securities during any 12-month period than that amount which represents 15% of the number of fully paid ordinary securities on issue at the commencement of that 12-month period.

ASX Listing Rule 7.4 sets out an exception to ASX Listing Rule 7.1. It provides that where a company in general meeting ratifies the previous issue of securities made pursuant to ASX Listing Rule 7.1 (and provided that the previous issue did not breach ASX Listing Rule 7.1) those securities will be deemed to have been made with shareholder approval for the purpose of ASX Listing Rule 7.1.

By ratifying the issue of the Shares, the subject of Resolution 4, the Company will retain the flexibility to issue Equity Securities in the future up to the 15% annual placement capacity set out in ASX Listing Rule 7.1 without the requirement to obtain prior Shareholder approval.

EXPLANATORY STATEMENT

If Resolution 4 is not passed, then the issue of Shares will be included when calculating the Company's 15% annual placement capacity under ASX Listing Rule 7.1, which will effectively decrease to zero the number of equity securities the Company can issue without shareholder approval over the 12-month period starting from the date of issue of the Shares.

Information required by ASX Listing Rule 7.5

Pursuant to and in accordance with ASX Listing Rule 7.5, the following information is provided in relation to the ratification the subject of Resolution 4:

- (a) the Shares were issued to SIG Sports Investment Corp. (a member of the Susquehanna International Group of Companies) who are not related parties of the Company;
- (b) a total of 38,750,000 Shares were issued on 24 June 2022;
- (c) the issue price per Share was \$2.43;
- (d) the Shares issued were all fully paid ordinary shares in the capital of the Company and rank equally with the existing ordinary shares on issue;
- (e) the funds raised from the issue of the Shares will form part of the Company's working capital and be applied to further the Company's strategic objectives; and
- (f) a summary of the material terms of the Subscription Agreement is set out in Schedule 3.

A voting exclusion statement is included in the Notice.

The Directors recommend that shareholders vote in favour of Resolution 4, as it allows the Company to ratify the above issue of Shares and retain the flexibility to issue further securities representing up to 15% of the Company's Share capital during the next 12 months.

Resolution 5: Issue of Performance Share Rights to Mr Sam Swanell

PointsBet is listed on the ASX. Following the expansion into the United States (U.S.), where a number of its senior leadership team is based, the Board considered remuneration practices in Australia and the U.S. and identified some meaningful differences, primarily in the design of long-term incentive programs.

The Board concluded that it would be appropriate to consider taking a balanced approach to these differences in a way that considers the norms of both countries and results in a market-competitive long term incentive plan as a key component of a market competitive executive remuneration approach.

Following engagement and feedback from shareholders and governance advisors, the Company has varied the terms of the Key Employee Equity Plan (**Plan**), effective 1 July 2022, for the CEO and his direct reports (**Executives**).

The Company's senior leadership is becoming more US based, and the business must increasingly attract and retain leaders in US and other markets with technology and global management skillsets. US market practice (in particular) places a greater emphasis on time based at-risk opportunity, and significant equity grants are more commonly used for talent attraction and retention.

The continued expansion of the Company's business in the United States reinforces the need for the Company's remuneration structures to evolve and take into account global pay philosophies, particularly those in the technology industry.

The growth of competition in online sports betting and iGaming in North America has rapidly increased over the last 12 months, with over 45 legal online sportsbooks in operation in the United States.

PointsBet staff (at all levels, and in particular Executives) are increasingly being targeted by competitors who are offering attractive salary and equity incentive packages to entice them to move. The next 12 to 36 months will be critical for PointsBet and as such, the structure of the Company's equity incentive plan has been structured to balance the need to retain key staff in the short term, while also aligning with the interests of shareholders over the longer term.

Utilising the existing Plan Rules, under the new long-term incentive (**LTI**) plan structure, the number of Performance Share Rights (**PSRs**) to be granted to an Executive will be determined by calculating the face value of PointsBet's shares and dividing the Executive's LTI Opportunity by the face value and rounding to the nearest whole figure. In determining the 'LTI Opportunity', the Board will take into account the nature of the position, the context of the current market, the function and purpose of the long-term component and other relevant information.

Further, given the current global competitive environment for top technology and gaming executive talent, in particular in the United States and Europe, as a one off, the Board has determined to allocate 300% of Mr Swanell's LTI Opportunity in FY23, effectively bringing forward the FY24 and FY25 grants (noting there will not be any LTI grants to Mr Swanell in FY24 or FY25), to ensure that the Board's desired outcome of motivating and retaining Mr Swanell over the next critical 36 months is achieved.

The Board believes that it is in the best interest to shareholders to ensure that Mr Swanell is committed to executing the next phase of the Company's success.

EXPLANATORY STATEMENT

ASX Listing Rule 10.14

ASX Listing Rule 10.14 provides that an entity must not permit any of the following persons to acquire securities under an employee incentive scheme without approval of shareholders:

- (a) a director;
- (b) an associate of a director; or
- (c) a person whose relationship with the entity or a person referred to in (a) or (b) above is, in ASX's opinion, such that approval should be obtained.

Resolution 5 seeks Shareholder approval, pursuant to ASX Listing Rule 10.14, for the proposed grant of the PSRs to Mr Swanell (and/or his nominee) because Mr Swanell is a Director.

As Shareholder approval is sought under ASX Listing Rule 10.14, approval under ASX Listing Rule 7.1 is not required. Accordingly, if approved, the grant of PSRs to Mr Swanell pursuant to Resolution 4 will not reduce the Company's 15% placement capacity for the purposes of ASX Listing Rule 7.1.

The Board has agreed, subject to obtaining Shareholder approval, to issue a total of 1,516,945 PSRs to Mr Sam Swanell on the terms and conditions set out below.

CEO remuneration

Mr Swanell's remuneration arrangements for FY2023 as Global CEO & Managing Director (**CEO**) are as follows:

	AUD
Fixed Remuneration (inc. Super)	\$735,000
Short Term Incentive (Target)	\$735,000
Long Term Incentive (Target)	\$1,066,918*
Total Target Remuneration	\$2,536,918

* Given the current global competitive environment for top technology and gaming executive talent, in particular in the United States and Europe, as a one off, the Board has determined to allocate 300% of Mr Swanell's Long Term Incentive Target in FY23 (which is \$3,200,755), effectively bringing forward the FY24 and FY25 grants (noting there will not be any LTI grants to Mr Swanell in FY24 or FY25), to ensure that the Board's desired outcome of motivating and retaining its key talent over the next critical 36 months is achieved.

The Board engaged an independent expert to advise on the CEO's remuneration arrangements and is satisfied that they are competitive relative to ASX market and industry peers (AU and US) and effectively incentivizes Mr Swanell to deliver the Company's growth strategy and drive financial performance, in the interests of shareholders.

Approvals Sought

Shareholder approval is being sought for the grant of 1,516,945 PSRs to Sam Swanell under the Plan. Approval is being sought for all purposes, including for ASX Listing Rule 10.14, which requires that shareholder approval is obtained for the acquisition of securities by a director under an employee incentive scheme. If shareholder approval is not obtained, the Board will consider alternative arrangements to appropriately remunerate and incentivize Mr Swanell.

Specific terms of the CEO's grant

The Board proposes that the CEO be granted 1,516,945 PSRs under the Plan for his 2023 award. The Board has determined Sam Swanell's long term incentive opportunity for the FY23 award is \$3,200,755 (**LTI Opportunity**).

The actual number of PSRs to be granted to Mr Swanell was determined by:

- calculating the 'face value' of the Company's shares based on the volume-weighted average price (**VWAP**) for the 5 trading days up to and including 17 June 2022 (the day before the announcement of the placement to SIG) which was A\$2.11 per share (**Face Value**); and
- dividing the LTI Opportunity by the Face Value and rounding to the nearest whole figure.

Key Terms of the grant.

The key terms of PSRs granted under the Plan are set out below:

Testing and vesting

- The vesting conditions will be tested at each Vesting Date. If the relevant vesting conditions are satisfied at the end a Vesting Date then the relevant PSRs will vest.
- Each PSR entitles Mr Swanell to one fully paid ordinary share in the Company on vesting. No amounts will be payable by Mr Swanell upon vesting of the PSRs.
- If the relevant vesting conditions are not satisfied at the end of a Vesting Period then the relevant PSRs will lapse.
- Once the PSRs have vested, the Board will decide at that time whether to purchase the shares required on-market or to issue new shares.

Ranking of shares

Upon vesting of the PSRs, shares received by participants will rank equally with ordinary shares currently on issue.

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Voting and dividend rights

- PSRs do not carry any voting rights and participants are not entitled to dividends until PSRs have vested and converted into ordinary shares.
- Shares allocated on vesting of the PSRs will carry full dividend and voting rights from the date of allocation.

Trading restrictions

- A participant may not sell, transfer, mortgage or otherwise deal with or encumber any PSRs.
- Shares allocated on vesting of the PSRs will be subject to the Company's share trading policy.

A summary of the key terms and conditions of the Plan is set out in **Schedule 1**.

Performance Period and Vesting conditions

Vesting conditions will apply to the PSRs as outlined in **Schedule 2**.

Information required by ASX Listing Rule 10.15

Pursuant to and in accordance with ASX Listing Rule 7.5, the following information is provided in relation to the ratification the subject of Resolution 5:

- The PSRs will be granted to Mr Sam Swanell, Managing Director and Chief Executive Officer of the Company (and/or his nominee).
- Mr Swanell falls within the category of ASX Listing Rule 10.14.1 as he is a Director of the Company.
- Mr Swanell (and/or his nominee) will be granted 1,516,945 PSRs. The actual number of PSRs that vest and will convert into Shares is dependent on the achievement of the vesting conditions as described in the PSR terms and conditions.
- Mr Swanell's remuneration arrangements for FY2023 as Global CEO and Managing Director is set out above.
- As approved by shareholders at the 2021 and 2020 Annual General Meeting, 26,596 PSRs and 8,897 PSRs, respectively, were allocated at no cost to Mr Swanell during 2021 and 2020 under the Plan.
- A summary of the material terms of the PSRs are set out above.
- The Company uses PSRs because they create alignment between executives and ordinary shareholders but do not provide the executives with the full benefits of share ownership (such as dividend and voting rights) unless and until the

PSRs vest.

- The PSRs have a face value of \$2.11 each, based on the 5-trading day VWAP of PointsBet shares up to and including 17 June 2022.
- The PSRs that are awarded to Mr Swanell following shareholder approval will be issued no later than three years after the Meeting.
- The price payable on the issue of each PSR is nil.
- A summary of the material terms of the Plan is set out in Schedule 1.
- There is no loan in relation to the proposed award of PSRs to Mr Swanell.
- Details of any securities issued under the Plan will be published in the Company's annual report relating to the period in which they were issued, along with a statement that approval for the issue was obtained under ASX Listing Rule 10.14.
- Any additional persons covered by ASX Listing Rule 10.14 who become entitled to participate in an issue of securities under the Plan after the resolution is approved and who were not named in the Notice of Meeting will not participate until approval is obtained under that rule.

A voting exclusion statement is included in the Notice.

The Directors (with Mr Swanell abstaining) recommend that shareholders vote in favour of Resolution 5.

Resolution 6: Remuneration Report

Section 300A of the Corporations Act requires the disclosure, in a dedicated part of the Directors' Report under the heading 'Remuneration Report', of the remuneration paid to the KMP of a listed company.

The Remuneration Report for the year ended 30 June 2022 is set out in the Directors' Report which forms part of the Annual Report. It is also available on the Company's website, www.pointsbet.com.au/investors.

Shareholders of the Company are asked to adopt the Remuneration Report, which sets out, in detail, the Company's policy for determining the remuneration for its Directors and other KMP, including:

- senior executive remuneration philosophy and framework;
- an explanation of the Board's policies in relation to the objectives and structure of remuneration;
- remuneration outcomes in FY2021/22 and links to business strategy and Group performance;
- a detailed summary of vesting conditions, why they were chosen and how performance is measured against them; and

EXPLANATORY STATEMENT

- the remuneration details for each Non-Executive Director and for each of the Executive KMP of the Company

A reasonable opportunity for discussion of the Remuneration Report will be provided at the Meeting.

In accordance with the Corporations Act, this resolution is advisory only and does not bind the Company. However, the Board will take the outcome of the vote into consideration in future reviews of the remuneration policy for Directors and KMP.

Noting that each Director has a personal interest in his or her own remuneration from the Company as described in the Remuneration Report, the Board of Directors recommends that shareholders vote in favour of Resolution 6.

EXPLANATORY STATEMENT

SCHEDULE 1

TERMS OF KEY EMPLOYEE EQUITY PLAN

The key terms of the Plan are as follows:

Eligibility

Offers may be made at the Board's discretion to employees of the Company (including the Executive Directors) and any other person that the Board determines to be eligible to receive a grant under the Plan.

Types of securities

The Plan Rules provide flexibility for the Company to grant one or more of the following securities as incentives, subject to the terms of individual offers:

- performance rights, which are an entitlement to receive Shares upon satisfaction of applicable conditions;
- options, which are an entitlement to receive Shares upon satisfaction of applicable conditions and payment of the applicable exercise price; and
- restricted shares, which are Shares that are subject to dealing restrictions, vesting conditions or other restrictions or conditions.

Offers under the Plan

The Board may make offers at its discretion and any offer documents must contain the information required by the Plan Rules. The Board has the discretion to set the terms and conditions on which it will offer performance rights, options and restricted shares in individual offer documents.

Offers must be accepted by the employee and can be made on an opt-in or opt-out basis.

Plan limit

Where an offer is made in reliance on ASIC Class Order 14/1000, the total number of Shares issued (or in the case of performance rights and options, the total number of Shares which would be issued if those performance rights or options were exercised) must not exceed 5% of the total number of Shares on issue.

Issue price

Unless the Board determines otherwise, no payment is required for a grant of a performance right, option or restricted share under the Plan.

Vesting

Vesting of performance rights, options and restricted shares under the Plan is subject to any vesting or performance conditions determined by the Board and specified in the offer document.

Options must be exercised by the employee and the employee is required to pay the exercise price before Shares are allocated.

Subject to the Plan Rules and the terms of the specific offer document, any performance rights, options or restricted shares will either lapse or be forfeited if the relevant vesting and performance conditions are not satisfied.

Cessation of employment

Under the Plan Rules, the Board has a broad discretion in relation to the treatment of entitlements on cessation of employment. It is intended that individual offer documents will provide more specific information on how the entitlements will be treated if the participating employee ceases employment.

Clawback and preventing inappropriate benefits

The Plan Rules provide the Board with broad "clawback" powers if, for example, the participant has acted fraudulently or dishonestly or there is a material financial misstatement.

Change of control

The Board may determine that all or a specified number of a participant's performance rights, options or restricted shares will vest or cease to be subject to restrictions on a change of control event in accordance with the Plan Rules.

Reconstructions and corporate actions

The Plan Rules include specific provisions dealing with rights issues, bonus issues and corporate actions and other capital reconstructions. These provisions are intended to ensure that there is no material advantage or disadvantage to the participant in respect of their incentives as a result of such corporate actions.

Restrictions on dealing

Prior to vesting, the Plan Rules provide that participants must not sell, transfer, encumber, hedge or otherwise deal with their incentives. After vesting, participants will be free to deal with their incentives, subject to the Securities Dealing Policy.

EXPLANATORY STATEMENT

Other terms

The Plan contains customary and usual terms of dealing with administration, variation, suspension and termination of the Plan.

EXPLANATORY STATEMENT

SCHEDULE 2

VESTING CONDITIONS

The Board has determined that the following vesting conditions should be applied to the FY23 grant to Mr Swanell, as the CEO and Managing Director.

Condition 1 – Relative Shareholder Return (**RSR**)

Condition 2 – Path to Profitability (**P2P**)

Condition 3 – Service Based

Year 1 - 1 July 2023

One third of total PSRs (505,648) are capable of vesting as follows:

- 50% based on Performance Condition 1
- 50% based on Performance Condition 2

Year 2 - 1 July 2024

One third of total PSRs (505,648) are capable of vesting as follows:

- 33.33% based on Performance Condition 1
- 33.33% based on Performance Condition 2
- 33.33% based on Performance Condition 3

Year 3 - 1 July 2025

One third of total PSRs (505,649) are capable of vesting as follows:

- 25% based on Performance Condition 1
- 25% based on Performance Condition 2
- 50% based on Performance Condition 3

Performance Condition 1 – Relative Shareholder Return (RSR)

RSR performance is assessed at the end of each year of the three-year period which will commence at the start of the financial year during which the PSRs are granted. For PSRs to vest pursuant to the RSR vesting condition, PointsBet's compound shareholder return measured based on the movement in share price at the end of each year of the performance period (with 60-day smoothing) must be equal to or greater than the median ranking of constituents of the Peer Comparator Group.

The Peer Comparator Group, being constituents of the S&P/ ASX300 Index (excluding the top 20 companies by market cap) (80% weighting) and a peer group of online wagering and iGaming operators in North America and Europe (being Draft Kings, Rush Street Interactive, Super Group (Betway), Entain Plc, Flutter Entertainment, 888 Holdings and Kindred) (20% weighting) will be defined at the commencement of the performance period and provides a relative, objective, external market-based performance measure against those companies with which PointsBet competes for capital, customers and talent. The percentage of PSRs that may vest is determined based on the following vesting schedule:

PBH Shareholder Return ranking relative to Peer Comparator Group	PSRs subject to Relative Shareholder Return vesting condition that vests (%)
Below the median ranking	0%
At the median ranking	50%
Above the median ranking but below the 75th percentile	Between 50% and 100% increasing on a straight-line basis
At or above the 75th percentile	100%

Where a the RSR vesting condition is not met or is partially met at the end of year one (i.e. PBH Shareholder Return is below the 75th percentile after 12 months) or year two (i.e. the compound PBH Shareholder Return is below the 75th percentile after 24 months) of the performance period, those PSRs which have not vested will remain on foot and will be capable of vesting based on the three year compound Shareholder Return at the end of year three performance period.

The Board may adjust the RSR vesting conditions to ensure that an Executive is neither advantaged nor disadvantaged by matters outside of management's control that affect achievement of the vesting conditions. The Board may also exercise its discretion to ensure that the Shareholder Return vesting conditions are adjusted to reflect sustainable growth outcomes aligned to the interests of shareholders.

EXPLANATORY STATEMENT

Performance Condition 2 – Path to Profitability (P2P)

The P2P condition focuses on the path to profitability. As a growth company, it is accepted that PointsBet will need to invest in the present for success in the future.

However, the path (or speed) to profitability is a key focus for management.

One of the key drivers for profitability, and an area which investors and analysts focus, is marketing expense as a percentage of revenue. The P2P condition measures the reduction in marketing expense as a percentage of revenue compared to FY22, based on those states which were live for more than 12 months during the relevant vesting period.

P2P performance is assessed at the end of each year of the three-year period which will commence at the start of the financial year during which the PSRs are granted. For PSRs to vest pursuant to the P2P vesting condition, the reduction in PointsBet's marketing expense as a percentage of revenue compared to FY22 must be equal to or greater than the targets set by the Board at the start of the performance period.

Given the sensitive nature of these targets, the P2P targets set by the Board for the performance period will be disclosed in the Remuneration Report published in respect of the year in which the P2P Condition is tested.

Where a P2P vesting condition is not met or is partially met at the end of year one (i.e. percentage point decrease is less than the set target after 12 months) or year two (i.e. percentage point decrease is less than the set target after 24 months) of the performance period, those PSRs which have not vested will remain on foot and will be capable of vesting based on the three year percentage point reduction at the end of year three performance period.

The Board may adjust the P2P vesting conditions to ensure that an Executive is neither advantaged nor disadvantaged by matters outside of management's control that affect achievement of the vesting conditions. The Board may also exercise its discretion to ensure that the P2P vesting conditions are adjusted to reflect sustainable growth outcomes aligned to the interests of shareholders.

Need assistance?



Phone:

1300 430 863 (within Australia)
+61 3 9415 4123 (outside Australia)



Online:

www.investorcentre.com/contact

PBH

MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030



PointsBet Holdings Limited Annual General Meeting

The PointsBet Holdings Limited Annual General Meeting will be held on Thursday, 20 October 2022 at 11.00am (Melbourne time). You are encouraged to participate in the meeting using the following options:



MAKE YOUR VOTE COUNT

To lodge a proxy, access the Notice of Meeting and other meeting documentation visit www.investorvote.com.au and use the below information:



Control Number: 999999

SRN/HIN: I9999999999

PIN: 99999

For Intermediary Online subscribers (custodians) go to www.intermediaryonline.com

For your proxy appointment to be effective it must be received by 11.00am (Melbourne time) on Tuesday, 18 October 2022.



ATTENDING THE MEETING IN PERSON

The meeting will be held at The Glasshouse, Olympic Park Oval, Olympic Blvd, Melbourne VIC 3001.

You may elect to receive meeting-related documents, or request a particular one, in electronic or physical form and may elect not to receive annual reports. To do so, contact Computershare.



PBH

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+61 3 9415 4123 (outside Australia)



Online:
www.investorcentre.com/contact



YOUR VOTE IS IMPORTANT

For your proxy appointment to be effective it must be received by **11.00am (Melbourne time) on Tuesday, 18 October 2022.**

Proxy Form

How to Vote on Items of Business

All your securities will be voted in accordance with your directions.

APPOINTMENT OF PROXY

Voting 100% of your holding: Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote or abstain as they choose (to the extent permitted by law). If you mark more than one box on an item your vote will be invalid on that item.

Voting a portion of your holding: Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

Appointing a second proxy: You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

A proxy need not be a securityholder of the Company.

SIGNING INSTRUCTIONS FOR POSTAL FORMS

Individual: Where the holding is in one name, the securityholder must sign.

Joint Holding: Where the holding is in more than one name, all of the securityholders should sign.

Power of Attorney: If you have not already lodged the Power of Attorney with the registry, please attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: Where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please sign in the appropriate place to indicate the office held. Delete titles as applicable.

PARTICIPATING IN THE MEETING

Corporate Representative

If a representative of a corporate securityholder or proxy is to participate in the meeting you will need to provide the appropriate "Appointment of Corporate Representative". A form may be obtained from Computershare or online at www.investorcentre.com/au and select "Printable Forms".

Lodge your Proxy Form:

XX

Online:

Lodge your vote online at www.investorvote.com.au using your secure access information or use your mobile device to scan the personalised QR code.

Your secure access information is



Control Number: 999999

SRN/HIN: I999999999

PIN: 99999

For Intermediary Online subscribers (custodians) go to www.intermediaryonline.com

By Mail:

Computershare Investor Services Pty Limited
GPO Box 242
Melbourne VIC 3001
Australia

By Fax:

1800 783 447 within Australia or
+61 3 9473 2555 outside Australia



PLEASE NOTE: For security reasons it is important that you keep your SRN/HIN confidential.

You may elect to receive meeting-related documents, or request a particular one, in electronic or physical form and may elect not to receive annual reports. To do so, contact Computershare.

MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030

Change of address. If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes.



I 9999999999

I ND

Proxy Form

Please mark to indicate your directions

Step 1 Appoint a Proxy to Vote on Your Behalf

XX

I/We being a member/s of PointsBet Holdings Limited hereby appoint

the Chairman of the Meeting **OR**

PLEASE NOTE: Leave this box blank if you have selected the Chairman of the Meeting. Do not insert your own name(s).

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the Annual General Meeting of PointsBet Holdings Limited to be held at The Glasshouse, Olympic Park, Oval, Olympic Blvd, Melbourne VIC 3001 on Thursday, 20 October 2022 at 11.00am (Melbourne time) and at any adjournment or postponement of that meeting.

Chairman authorised to exercise undirected proxies on remuneration related resolutions: Where I/we have appointed the Chairman of the Meeting as my/our proxy (or the Chairman becomes my/our proxy by default), I/we expressly authorise the Chairman to exercise my/our proxy on Resolutions 5 and 6 (except where I/we have indicated a different voting intention in step 2) even though Resolutions 5 and 6 are connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chairman.

Important Note: If the Chairman of the Meeting is (or becomes) your proxy you can direct the Chairman to vote for or against or abstain from voting on Resolutions 5 and 6 by marking the appropriate box in step 2.

Step 2 Items of Business

PLEASE NOTE: If you mark the **Abstain** box for an item, you are directing your proxy not to vote on your behalf on a show of hands or a poll and your votes will not be counted in computing the required majority.

		For	Against	Abstain
Resolution 1	Re-election of Director – Mr Brett Paton	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Re-election of Director – Mr Tony Symons	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Re-election of Director – Mr Peter McCluskey	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4	Ratification of Prior Issue of Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5	Issue of Performance Share Rights to Mr Sam Swanell	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 6	Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business. In exceptional circumstances, the Chairman of the Meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made.

Step 3 Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1 Securityholder 2 Securityholder 3 / /
Sole Director & Sole Company Secretary Director Director/Company Secretary Date

Update your communication details (Optional)

Mobile Number Email Address By providing your email address, you consent to receive future Notice of Meeting & Proxy communications electronically



POINTS BET

PointsBet Holdings Limited
ABN 68 621 179 351

PBHRM

MR RETURN SAMPLE
123 SAMPLE STREET
SAMPLE SUBURB
SAMPLETOWN VIC 3030

Dear Securityholder,

We have been trying to contact you in connection with your securityholding in PointsBet Holdings Limited. Unfortunately, our correspondence has been returned to us marked "Unknown at the current address". For security reasons we have flagged this against your securityholding which will exclude you from future mailings, other than notices of meeting.

Please note if you have previously elected to receive a hard copy Annual Report (including the financial report, directors' report and auditor's report) the dispatch of that report to you has been suspended but will be resumed on receipt of instructions from you to do so.

We value you as a securityholder and request that you supply your current address so that we can keep you informed about our Company. Where the correspondence has been returned to us in error we request that you advise us of this so that we may correct our records.

You are requested to include the following;

- > Securityholder Reference Number (SRN);
- > ASX trading code;
- > Name of company in which security is held;
- > Old address; and
- > New address.

Please ensure that the notification is signed by all holders and forwarded to our Share Registry at:

Computershare Investor Services Pty Limited
GPO Box 2975
Melbourne Victoria 3001
Australia

Note: If your holding is sponsored within the CHESS environment you need to advise your sponsoring participant (in most cases this would be your broker) of your change of address so that your records with CHESS are also updated.

Yours sincerely

PointsBet Holdings Limited