



SPORTSHERO LIMITED

ACN 123 423 987

NOTICE OF ANNUAL GENERAL MEETING

Notice is given that the Meeting will be held at:

TIME: 12:00 pm AET

DATE: Tuesday 29 November 2022

PLACE: The Neville Bonner room
RSM Australia
Level 13, 60 Castlereagh Street
Sydney, NSW 2000

The business of the Meeting affects your shareholding and your vote is important.

This Notice of Meeting should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their professional advisers prior to voting.

The Directors have determined pursuant to Regulation 7.11.37 of the Corporations Regulations 2001 (Cth) that the persons eligible to vote at the Meeting are those who are registered Shareholders at 5:00 pm AET on Sunday 27 November 2022.

Voting by proxy

To vote by proxy, please complete and sign the enclosed Proxy Form and return by the time and in accordance with the instructions set out on the Proxy Form.

In accordance with section 249L of the Corporations Act, Shareholders are advised that:

- each Shareholder has a right to appoint a proxy;
- the proxy need not be a Shareholder of the Company; and
- a Shareholder who is entitled to cast two (2) or more votes may appoint two (2) proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If the member appoints two (2) proxies and the appointment does not specify the proportion or number of the member's votes, then in accordance with section 249X(3) of the Corporations Act, each proxy may exercise one-half of the votes.

Shareholders and their proxies should be aware that:

- if proxy holders vote, they must cast all directed proxies as directed; and
- any directed proxies which are not voted will automatically default to the Chair, who must vote the proxies as directed.

Voting in person (by virtual attendance)

To vote in person, Shareholders must attend the Meeting virtually at the time, date and place set out above.

Should you wish to discuss the matters in this Notice of Meeting please do not hesitate to contact the Company Secretary on +61 (0)42 999 5000.

BUSINESS OF THE MEETING

AGENDA

1. FINANCIAL STATEMENTS AND REPORTS

To receive and consider the annual financial report of the Company for the financial year ended 30 June 2022 together with the declaration of the Directors, the Director's report, the Remuneration Report and the auditor's report.

2. RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

To consider and, if thought fit, to pass, with or without amendment, the following resolution as a **non-binding resolution**:

"That, for the purposes of section 250R(2) of the Corporations Act and for all other purposes, approval is given for the adoption of the Remuneration Report as contained in the Company's annual financial report for the financial year ended 30 June 2022."

Note: the vote on this Resolution is advisory only and does not bind the Directors or the Company.

Voting prohibition statement:

A vote on this Resolution must not be cast (in any capacity) by or on behalf of either of the following persons:

- (a) a member of the Key Management Personnel, details of whose remuneration are included in the Remuneration Report; or
- (b) a Closely Related Party of such a member.

However, a person (the **voter**) described above may cast a vote on this Resolution as a proxy if the vote is not cast on behalf of a person described above and either:

- (a) the voter is appointed as a proxy by writing that specifies the way the proxy is to vote on this Resolution; or
- (b) the voter is the Chair and the appointment of the Chair as proxy:
 - (i) does not specify the way the proxy is to vote on this Resolution; and
 - (ii) expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

3. RESOLUTION 2 – RE-ELECTION OF DIRECTOR – MR MICHAEL HIGGINSON

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

"That, for the purpose of clause 14.2 of the Constitution, Listing Rule 14.4 and for all other purposes, Mr Michael Higginson, a Director, retires by rotation, and being eligible, is re-elected as a Director."

4. RESOLUTION 3 – RATIFICATION OF PREVIOUS ISSUE OF 250,000 SHARES AND 1,500,000 LIVEWIRE PERFORMANCE RIGHTS TO LIVEWIRE GROUP INTERNATIONAL PTY LTD ISSUED UNDER LISTING RULE 7.1

To consider and, if thought fit, to pass, with or without amendment, 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 issue of 250,000 Shares and 1,500,000 Livewire

Performance Rights issued under Listing Rule 7.1 on the terms and conditions set out in the Explanatory Statement."

Voting exclusion statement:

The Company will disregard any votes cast in favour of Resolution 3 by or on behalf of a person who participated in the issue (namely, Livewire Group International Pty Ltd) or an associate of that person.

However, this does not apply to a vote cast in favour of the Resolution by:

- (a) a person as a proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with the directions given to the proxy or attorney to vote on the Resolution in that way; or
- (b) the Chair as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or
- (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - (i) 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
 - (ii) the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

5. RESOLUTION 4 – APPROVAL OF ISSUE OF 250,000 SHARES TO LIVEWIRE GROUP INTERNATIONAL PTY LTD

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

"That, for the purposes of Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue 250,000 Shares to Livewire Group International Pty Ltd (or the nominees of Livewire Group International Pty Ltd) on the terms and conditions set out in the Explanatory Statement."

Voting exclusion statement:

The Company will disregard any votes cast in favour of Resolution 4 by or on behalf of Livewire Group International Pty Ltd or any person who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of those persons.

However, this does not apply to a vote cast in favour of the Resolution by:

- (a) a person as a proxy or attorney for a person who is entitled to vote on the Resolution(s), in accordance with the directions given to the proxy or attorney to vote on the Resolution(s) in that way; or
- (b) the Chair as proxy or attorney for a person who is entitled to vote on the Resolution(s), in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or
- (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - (i) 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(s); and
 - (ii) the holder votes on the Resolution(s) in accordance with directions given by the beneficiary to the holder to vote in that way.

6. RESOLUTIONS 5A, 5B, 5C AND 5D – APPROVAL OF ISSUE OF 1,000,000 SHARES, 2,000,000 CLASS A AIDRIVEN OPTIONS, 1,000,000 CLASS B AIDRIVEN OPTIONS AND 1,000,000 CLASS C AIDRIVEN OPTIONS TO AIDRIVEN PTY LTD

RESOLUTION 5A

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

"That, for the purposes of Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue 1,000,000 Shares to AiDriven Pty Ltd (or the nominees of AiDriven Pty Ltd) on the terms and conditions set out in the Explanatory Statement."

RESOLUTION 5B

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

"That, for the purposes of Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue 2,000,000 Class A AiDriven Options to AiDriven Pty Ltd (or the nominees of AiDriven Pty Ltd) on the terms and conditions set out in the Explanatory Statement."

RESOLUTION 5C

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

"That, for the purposes of Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue 1,000,000 Class B AiDriven Options to AiDriven Pty Ltd (or the nominees of AiDriven Pty Ltd) on the terms and conditions set out in the Explanatory Statement."

RESOLUTION 5D

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

"That, for the purposes of Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue 1,000,000 Class C AiDriven Options to AiDriven Pty Ltd (or the nominees of AiDriven Pty Ltd) on the terms and conditions set out in the Explanatory Statement."

Voting exclusion statement:

The Company will disregard any votes cast in favour of Resolutions 5A, 5B, 5C and 5D by or on behalf of AiDriven Pty Ltd or any person who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of those persons.

However, this does not apply to a vote cast in favour of Resolutions 5A, 5B, 5C and 5D by:

- (d) a person as a proxy or attorney for a person who is entitled to vote on the Resolution(s), in accordance with the directions given to the proxy or attorney to vote on the Resolution(s) in that way; or
- (e) the Chair as proxy or attorney for a person who is entitled to vote on the Resolution(s), in accordance with a direction given to the Chair to vote on the Resolution(s) as the Chair decides; or
- (f) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - (i) 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(s); and
 - (ii) the holder votes on the Resolution(s) in accordance with directions given by the beneficiary to the holder to vote in that way.

7. **RESOLUTIONS 6A, 6B, 6C, 6D, 6E, 6F, 6G AND 6H – APPROVAL OF ISSUE OF 2,500,000 SHARES, 2,500,000 CONSULTANCY PERFORMANCE RIGHTS, 1,000,000 CLASS A CONSULTANCY OPTIONS, 1,000,000 CLASS B CONSULTANCY OPTIONS, 1,000,000 CLASS C CONSULTANCY OPTIONS, 1,000,000 CLASS D CONSULTANCY OPTIONS, 5,000,000 CLASS E CONSULTANCY OPTIONS AND 5,000,000 CLASS F CONSULTANCY OPTIONS TO SHERRY CHEN**

RESOLUTION 6A

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

"That, for the purposes of Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue 2,500,000 Shares to Sherry Chen (or her nominee) on the terms and conditions set out in the Explanatory Statement."

RESOLUTION 6B

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

"That, for the purposes of Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue 2,500,000 Consultancy Performance Rights to Sherry Chen (or her nominee) on the terms and conditions set out in the Explanatory Statement."

RESOLUTION 6C

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

"That, for the purposes of Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue 1,000,000 Class A Consultancy Options to Sherry Chen (or her nominee) on the terms and conditions set out in the Explanatory Statement."

RESOLUTION 6D

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

"That, for the purposes of Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue 1,000,000 Class B Consultancy Options to Sherry Chen (or her nominee) on the terms and conditions set out in the Explanatory Statement."

RESOLUTION 6E

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

"That, for the purposes of Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue 1,000,000 Class C Consultancy Options to Sherry Chen (or her nominee) on the terms and conditions set out in the Explanatory Statement."

RESOLUTION 6F

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

"That, for the purposes of Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue 1,000,000 Class D Consultancy Options to Sherry Chen (or her nominee) on the terms and conditions set out in the Explanatory Statement."

RESOLUTION 6G

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

"That, for the purposes of Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue 5,000,000 Class E Consultancy Options to Sherry Chen (or her nominee) on the terms and conditions set out in the Explanatory Statement."

RESOLUTION 6H

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

"That, for the purposes of Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue 5,000,000 Class F Consultancy Options to Sherry Chen (or her nominee) on the terms and conditions set out in the Explanatory Statement."

Voting exclusion statement:

The Company will disregard any votes cast in favour of Resolutions 6A, 6B, 6C, 6D, 6E, 6F, 6G and 6H by or on behalf of Sherry Chen or any person who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of those persons.

However, this does not apply to a vote cast in favour of Resolutions 6A, 6B, 6C, 6D, 6E, 6F, 6G and 6H by:

- (g) a person as a proxy or attorney for a person who is entitled to vote on the Resolution(s), in accordance with the directions given to the proxy or attorney to vote on the Resolution(s) in that way; or
- (h) the Chair as proxy or attorney for a person who is entitled to vote on the Resolution(s), in accordance with a direction given to the Chair to vote on the Resolution(s) as the Chair decides; or
- (i) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - (i) 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(s); and
 - (ii) the holder votes on the Resolution(s) in accordance with directions given by the beneficiary to the holder to vote in that way.

8. RESOLUTION 7 – APPROVAL OF ISSUE OF 1,456,711 SHARES TO MR JOHN DOUGALL

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

"That, for the purposes of Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue 1,456,711 Shares to Mr John Dougall (or his nominee) on the terms and conditions set out in the Explanatory Statement."

Voting exclusion statement:

The Company will disregard any votes cast in favour of Resolution 7 by or on behalf of Mr John Dougall or any person who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of those persons.

However, this does not apply to a vote cast in favour of the Resolution by:

- (j) a person as a proxy or attorney for a person who is entitled to vote on the Resolution(s), in accordance with the directions given to the proxy or attorney to vote on the Resolution(s) in that way; or
- (k) the Chair as proxy or attorney for a person who is entitled to vote on the Resolution(s), in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or
- (l) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - (i) 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(s); and
 - (ii) the holder votes on the Resolution(s) in accordance with directions given by the beneficiary to the holder to vote in that way.

9. RESOLUTION 8 – APPROVAL OF 7.1A MANDATE

To consider and, if thought fit, to pass the following resolution as a **special resolution**:

“That, for the purposes of Listing Rule 7.1A and for all other purposes, approval is given for the Company to issue up to that number of Equity Securities equal to 10% of the issued Share capital of the Company at the time of issue, calculated in accordance with the formula prescribed in Listing Rule 7.1A.2 and otherwise on the terms and conditions set out in the Explanatory Statement.

10. RESOLUTION 9 – RE-ELECTION OF DIRECTOR – MR STRATOS KAROUSOS

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

“That, for the purpose of clause 14.4 of the Constitution, Listing Rule 14.4 and for all other purposes, Mr Stratos Karousos, a Director, retires and being eligible, is re-elected as a Director.”

OTHER BUSINESS

In accordance with section 250S(1) of the Corporations Act, Shareholders are invited to ask questions about or make comments on the management of the Company and to raise any other business which may lawfully be brought before the Meeting.

Dated: 25 October 2022**By order of the Board****Michael Higginson**
Company Secretary

EXPLANATORY STATEMENT

This Explanatory Statement has been prepared to provide information which the Directors believe to be material to Shareholders in deciding whether or not to pass the Resolutions.

1. FINANCIAL STATEMENTS AND REPORTS

In accordance with the Corporations Act, the business of the Meeting will include receipt and consideration of the annual financial report of the Company for the financial year ended 30 June 2022 together with the declaration of the Directors, the Directors' report, the Remuneration Report and the auditor's report.

The Company will not provide a hard copy of the Company's annual financial report to Shareholders unless specifically requested to do so. The Company's annual financial report is available on its website at: <https://asx.sportshero.live/>

2. RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

2.1 General

The Corporations Act requires that at a listed company's annual general meeting, a resolution that the remuneration report be adopted must be put to the shareholders. However, such a resolution is advisory only and does not bind the company or the directors of the company.

The remuneration report sets out the company's remuneration arrangements for the directors and senior management of the company. The remuneration report is part of the directors' report contained in the annual financial report of the company for a financial year.

The chair of the meeting must allow a reasonable opportunity for shareholders to ask questions about or make comments on the remuneration report at the annual general meeting.

2.2 Voting consequences

A company is required to put to its shareholders a resolution proposing the calling of another meeting of shareholders to consider the appointment of directors of the company (**Spill Resolution**) if, at consecutive annual general meetings, at least 25% of the votes cast on a remuneration report resolution are voted against adoption of the remuneration report and at the first of those annual general meetings a Spill Resolution was not put to vote. If required, the Spill Resolution must be put to vote at the second of those annual general meetings.

If more than 50% of votes cast are in favour of the Spill Resolution, the company must convene a shareholder meeting (**Spill Meeting**) within 90 days of the second annual general meeting.

All of the directors of the company who were in office when the directors' report (as included in the company's annual financial report for the most recent financial year) was approved, other than the managing director of the company, will cease to hold office immediately before the end of the Spill Meeting but may stand for re-election at the Spill Meeting.

Following the Spill Meeting those persons whose election or re-election as directors of the company is approved will be the directors of the company.

2.3 Previous voting results

At the Company's previous annual general meeting the votes cast against the remuneration report considered at that annual general meeting were less than 25%. Accordingly, the Spill Resolution is not relevant for this Annual General Meeting.

A voting prohibition statement is included in agenda item 2 of the Notice of Meeting

3. RESOLUTION 2 – RE-ELECTION OF DIRECTOR – MR MICHAEL HIGGINSON

3.1 General

Listing Rule 14.4 and clause 14.2 of the Constitution provide that, other than a managing director, a director of an entity must not hold office (without re-election) past the third annual general meeting following the director's appointment or 3 years, whichever is the longer. However, where there is more than one managing director, only one is entitled to be exempt from this rotation requirement.

Mr Michael Higginson, who has served as a Director since 21 June 2016 and was last re-elected on 15 January 2021, retires by rotation and seeks re-election.

3.2 Qualifications and other material directorships

Mr Higginson is the holder of a Bachelor of Business Degree with majors in both Finance and Administration.

Mr Higginson is a professional director and company secretary with extensive experience in public company administration, ASX Listing Rules, the Corporations Act, capital raisings, mergers and acquisitions, corporate governance, financial reporting and due diligence.

Mr Higginson was formerly an executive officer with the Australian Securities Exchange and has, over the last 35 years, held numerous directorship and company secretarial roles with a number of public listed companies across a range of industry sectors.

Mr Higginson is a director of Cape Range Limited (ASX: CAG).

3.3 Independence

If re-elected, the Board considers that Mr Michael Higginson will be an independent Director.

3.4 Board recommendation

The Board has reviewed Mr Higginson's performance and considers that Mr Higginson's skills and experience will continue to enhance the Board's ability to perform its role. Accordingly, the Board supports the re-election of Mr Higginson and recommends that Shareholders vote in favour of Resolution 2.

4. **RESOLUTION 3 – RATIFICATION OF PREVIOUS ISSUE OF 250,000 SHARES AND 1,500,000 LIVEWIRE PERFORMANCE RIGHTS TO LIVEWIRE GROUP INTERNATIONAL PTY LTD ISSUED UNDER LISTING RULE 7.1**

4.1 **Background**

On 23 March 2022, the Company announced that EsportsHero Pty Ltd (a wholly owned subsidiary of the Company) (**EsportsHero**) had entered into a binding terms sheet (**Binding Terms Sheet**) with Australian gaming marketing leader, Livewire Group International Pty Ltd (**Livewire**).

Pursuant to the Binding Terms Sheet, EsportsHero is partnering with Livewire for an initial two-year term (**Initial Term**) as its Australian media, marketing, loyalty and sponsorship advisor.

Throughout the Initial Term, Livewire will:

- i) provide recommendations on amplifying EsportsHero's owned, earned and paid media;
- ii) conduct two market & consumer research pieces per year to support EsportsHero's growth and expansion;
- iii) assist with reporting and data analytics for each tournament operator partnership and prediction competition implemented by EsportsHero in Australia;
- iv) provide support with the development, design and pricing of EsportsHero's sponsorship packages, including but not limited to asset pricing, scheduling, share of voice allocation, end to end execution and creative conception;
- v) facilitate introductions to potential EsportsHero sponsors and provide EsportsHero with recommendations and proposals to existing Livewire clients where relevant and not of a conflicting nature;
- vi) provide recommendations to develop and grow EsportsHero's membership program including but not limited to loyalty programs, membership tiers, membership incentives and structure, customer relationship management, promotion and marketing of EsportsHero's membership program;
- vii) provide support with the conception and implementation of EsportsHero's metaverse project including but not limited to development of digital amplification strategies, major prize pool development and funding; and
- viii) co-develop and design an engagement survey and strategy that allows EsportsHero to directly communicate with users to continue to optimise and develop EsportsHero's platform based on direct consumer feedback,

collectively the **Services**.

In consideration for the provision of the Services, SportsHero has issued Livewire 250,000 Shares and the following performance rights:

- 250,000 Class A Livewire Performance Rights;
- 250,000 Class B Livewire Performance Rights;
- 200,000 Class C Livewire Performance Rights;

- 200,000 Class D Livewire Performance Rights;
- 200,000 Class E Livewire Performance Rights;
- 200,000 Class F Livewire Performance Rights; and
- 200,000 Class G Livewire Performance Rights,

collectively the **Livewire Performance Rights**.

Subject to the Binding Terms Sheet not being terminated on or before 23 September 2022, SportsHero has agreed to issue Livewire (or its nominee) a further 250,000 Shares (refer Resolution 4).

The terms and conditions of the Class A, Class B, Class C, Class D, Class E, Class F and Class G Livewire Performance Rights are set out in Schedule 1.

All Shares issued following the conversion of Class A and/or Class B Livewire Performance Rights will be held in voluntary escrow for a period of 12 months from their date of issue.

The Binding Terms Sheet can be terminated by either party giving the other party not less than sixty (60) days written notice of their intention to terminate.

Other terms and conditions of the Binding Terms Sheet are considered standard for an agreement of this nature.

The 250,000 Shares and Livewire Performance Rights (the subject of this Resolution 3) were issued under the Company's placement capacity under Listing Rule 7.1.

Resolution 3 seeks Shareholder ratification for the issue on 23 March 2022 of the 250,000 Shares and Livewire Performance Rights issued under Listing Rule 7.1.

4.2 General

Broadly speaking, and subject to a number of exceptions, Listing Rule 7.1 limits the amount of Equity Securities that a listed company can issue without the approval of its shareholders over any 12 month period to 15% of the fully paid ordinary securities it had on issue at the start of that 12 month period.

The issue of the 250,000 Shares and the 1,500,000 Livewire Performance Rights does not fit within any of the exceptions within Listing Rule 7.2 and, as it has not yet been approved by Shareholders, it effectively uses up part of the 15% limit in Listing Rule 7.1, reducing the Company's capacity to issue further Equity Securities without Shareholder approval under Listing Rule 7.1 for the 12 month period following the date of issue of the 250,000 Shares and 1,500,000 Livewire Performance Rights.

4.3 Listing Rule 7.4

Listing Rule 7.4 allows the shareholders of a listed company to approve an issue of Equity Securities after it has been made or agreed to be made. If they do, the issue is taken to have been approved under Listing Rule 7.1 and so does not reduce the company's capacity to issue further Equity Securities without shareholder approval under that rule.

The Company wishes to retain as much flexibility as possible to issue additional Equity Securities in the future without having to obtain Shareholder approval for such issues under Listing Rule 7.1. Accordingly, the Company is seeking

Shareholder ratification pursuant to Listing Rule 7.4 for the issue of the 250,000 Shares and 1,500,000 Livewire Performance Rights.

Resolution 3 seeks Shareholder ratification pursuant to Listing Rule 7.4 for the issue of the 250,000 Shares and the 1,500,000 Livewire Performance Rights.

4.4 Technical information required by Listing Rule 14.1A

If Resolution 3 is passed, the 250,000 Shares and 1,500,000 Livewire Performance Rights will be excluded in calculating the Company's 15% placement limit in Listing Rule 7.1, effectively increasing the number of Equity Securities the Company can issue without Shareholder approval over the 12 month period following the date of issue of the 250,000 Shares and 1,500,000 Livewire Performance Rights.

If Resolution 3 is not passed, the 250,000 Shares and the 1,500,000 Livewire Performance Rights will be included in calculating the Company's 15% limit in Listing Rule 7.1, effectively decreasing the number of Equity Securities that the Company can issue without Shareholder approval over the 12 month period following the date of issue of the 250,000 Shares and 1,500,000 Livewire Performance Rights.

4.5 Technical information required by Listing Rule 7.5

Pursuant to and in accordance with Listing Rule 7.5, the following information is provided in relation to Resolution 3:

- (a) the 250,000 Shares and 1,500,000 Livewire Performance Rights were issued to Livewire in part consideration for Livewire being appointed as EsportsHero's Australian media, marketing, loyalty and sponsorship advisor;
- (b) in accordance with Guidance Note 21, the Company confirms that Livewire is not:
 - (i) a related party of the Company, a member of Key Management Personnel of the Company, a substantial holder in the Company, an adviser to the Company; or
 - (ii) an associate of any of these parties,
 - (iii) and they are not being issued more than 1% of the issued capital of the Company;
- (c) the terms and conditions of the 1,500,000 Livewire Performance Rights are set in Schedule 1;
- (d) the 250,000 Shares and 1,500,000 Livewire Performance Rights were issued on 23 March 2022;
- (e) the 250,000 Shares and 1,500,000 Livewire Performance Rights were issued in part consideration for Livewire being appointed as EsportsHero's Australian media, marketing, loyalty and sponsorship advisor;
- (f) the 250,000 Shares and 1,500,000 Livewire Performance Rights were issued in accordance with the Binding Terms Sheet. Pursuant to the Binding Terms Sheet, EsportsHero agreed to appoint Livewire as its Australian media, marketing, loyalty and sponsorship advisor in consideration for the issue of 250,000 Shares and 1,500,000 Livewire Performance Rights (the

subject of Resolution 3) and a further 250,000 Shares (the subject of Resolution 4). The Binding Terms Sheet contains terms and conditions considered otherwise standard for an agreement of this nature; and

- (g) a voting exclusion statement is included in agenda item 4 of the Notice of Meeting.

5. RESOLUTION 4 – APPROVAL TO ISSUE 250,000 SHARES TO LIVEWIRE GROUP INTERNATIONAL PTY LTD

5.1 Background

For full details of the Binding Terms Sheet executed between EsportsHero and Livewire, please refer to Section 4.1.

5.2 General

A summary of Listing Rule 7.1 is set out in Section 4.2.

The proposed issue of 250,000 Shares to Livewire does not fall within any of the exceptions within Listing Rule 7.2 and, as it has not yet been approved by Shareholders, it effectively uses up part of the 15% limit in Listing Rule 7.1, reducing the Company's capacity to issue further Equity Securities without Shareholder approval under Listing Rule 7.1 for the 12 month period following the date of issue of the 250,000 Shares to Livewire.

The Company wishes to retain as much flexibility as possible to issue additional Equity Securities in the future without having to obtain Shareholder approval for such issues under Listing Rule 7.1. Accordingly, the Company is seeking Shareholder approval for the issue of the 250,000 Shares to Livewire.

Resolution 4 seeks Shareholder approval for the issue of 250,000 Shares to Livewire (or their nominee).

5.3 Technical information required by Listing Rule 14.1A

If Resolution 4 is not passed, the Company will not proceed with the issue of the 250,000 Shares.

If Resolution 4 is passed, the Company will be able to proceed with the issue of the 250,000 Shares. In addition, the issue of the 250,000 Shares will be excluded from the calculation of the number of Equity Securities that the Company can issue without Shareholder approval under Listing Rule 7.1.

5.4 Technical information required by Listing Rule 7.1

Pursuant to and in accordance with Listing Rule 7.3, the following information is provided in relation to Resolution 4:

- (a) the 250,000 Shares are to be issued to Livewire (or its nominee), who is not a related party of the Company;
- (b) the maximum number of Shares to be issued is 250,000;
- (c) the 250,000 Shares will be issued no later than 3 months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules) and it is intended that the issue of the Shares will occur on the same date;

- (d) the 250,000 Shares will be issued to Livewire (or its nominee) in part consideration for Livewire undertaking the Services, following their appointment as EsportsHero's Australian media, marketing, loyalty and sponsorship advisor (for further details, please refer to Section 4.1). The Company will not receive any additional consideration from the issue of the Shares;
- (e) the Shares will be fully paid ordinary shares in the capital of the Company and will rank *pari passu* with the Company's existing Shares;
- (f) the Shares are being issued in accordance with the Binding Terms Sheet, details of which are set out in Section 4.1;
- (g) the purpose of the issue is to satisfy the Company's obligations under the Binding Terms Sheet, as summarised in Section 4.1;
- (h) the Shares are not being issued under, or to fund, a reverse takeover; and
- (i) a voting exclusion statement is included in agenda item 5 of the Notice of Meeting.

6. RESOLUTIONS 5A, 5B, 5C AND 5D – APPROVAL TO ISSUE 1,000,000 SHARES, 2,000,000 CLASS A AIDRIVEN OPTIONS, 1,000,000 CLASS B AIDRIVEN OPTIONS AND 1,000,000 CLASS C AIDRIVEN OPTIONS TO AIDRIVEN PTY LTD

6.1 Background

On 7 September 2022, the Company announced that it had engaged artificial intelligence specialist AiDriven Pty Ltd (**AiDriven**) to assist with the development of a one stop esports social community Chinese App, driven by artificial intelligence technology (**App**).

Subject to the successful delivery of the App (expected delivery date being December 2022) and in part consideration for the development of the App, the Company agreed to issue AiDriven the following securities:

- 1,000,000 Shares;
- 2,000,000 unlisted options each exercisable at \$0.05 and expiring 30 June 2024 (**Class A AiDriven Options**);
- 1,000,000 unlisted options each exercisable at \$0.10 and expiring 30 June 2024 (**Class B AiDriven Options**); and
- 1,000,000 unlisted options each exercisable at \$0.20 and expiring 30 June 2024 (**Class C AiDriven Options**),

collectively the **AiDriven Securities**.

The services agreement with AiDriven contains other terms and conditions considered standard for an agreement of this nature.

6.2 General

A summary of Listing Rules 7.1 is set out in Section 4.2.

The proposed issue of the AiDriven Securities does not fall within any of the exceptions within Listing Rule 7.2 and, as it has not yet been approved by

Shareholders, it effectively uses up part of the 15% limit in Listing Rule 7.1, reducing the Company's capacity to issue further Equity Securities without Shareholder approval under Listing Rule 7.1 for the 12 month period following the date of issue of the AiDriven Securities.

The Company wishes to retain as much flexibility as possible to issue additional Equity Securities in the future without having to obtain Shareholder approval for such issues under Listing Rule 7.1. Accordingly, the Company is seeking Shareholder approval for the issue of the AiDriven Securities.

Resolutions 5A, 5B, 5C and 5D seek Shareholder approval for the issue of 1,000,000 Shares (Resolution 5A), 2,000,000 Class A AiDriven Options (Resolution 5B), 1,000,000 Class B AiDriven Options (Resolution 5C) and 1,000,000 Class C AiDriven Options (Resolution 5D) to AiDriven (or its nominee(s)).

6.3 Technical information required by Listing Rule 14.1A

If any of Resolutions 5A, 5B, 5C or 5D are not passed, then Company will not be able to proceed with the issue of the securities the subject of the specific Resolution that is not passed. For example, if Resolutions 5A and 5C are not passed then the Company will not be able to issue to AiDriven (or its nominee(s)) the 1,000,000 Shares (the subject of Resolution 5A) and the 1,000,000 Class B AiDriven Options (the subject of Resolution 5C).

If Resolutions 5A, 5B, 5C and 5D are passed, the Company will be able to proceed with the issue of the AiDriven Securities. In addition, the issue of the 1,000,000 Shares and the 4,000,000 Class A, B & C AiDriven Options will be excluded from the calculation of the number of Equity Securities that the Company can issue without Shareholder approval under Listing Rule 7.1.

6.4 Technical information required by Listing Rule 7.1

Pursuant to and in accordance with Listing Rule 7.3, the following information is provided in relation to Resolutions 5A, 5B, 5C and 5D:

- (a) the 1,000,000 Shares and 4,000,000 Class A, B & C AiDriven Options are to be issued to AiDriven (or its nominee(s)), who is not a related party of the Company;
- (b) the maximum number of Shares to be issued is 1,000,000, the maximum number of Class A AiDriven Options to be issued is 2,000,000, the maximum number of Class B AiDriven Options to be issued is 1,000,000 and the maximum number of Class C AiDriven Options to be issued is 1,000,000;
- (c) the Shares and Class A, B & C AiDriven Options will be issued no later than 3 months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules) and it is intended that the issue of the Shares and the Class A, B & C AiDriven Options will occur on the same date;
- (d) the Shares and Class A, B & C AiDriven Options will be issued to AiDriven (or its nominee(s)) in part consideration for the development by the Company of the App. The Company will not receive any additional consideration from the issue of the Shares or the Class A, B & C AiDriven Options (other than the \$400,000 that could be received from the exercise of the 4,000,000 Class A, B & C AiDriven Options);

- (e) the Shares will be fully paid ordinary shares in the capital of the Company and will rank pari pasu with the Company's existing Shares;
- (f) the Class A, B & C AiDriven Options will be issued on the terms and conditions set out in Schedule 2;
- (g) the Shares and Class A, B & C AiDriven Options are being issued in accordance with the services agreement, details of which are set out in Section 6.1;
- (h) the purpose of the issue is to satisfy the Company's obligations under the agreement with AiDriven, as summarised in Section 6.1;
- (i) the Shares and Class A, B & C AiDriven Options are not being issued under, or to fund, a reverse takeover; and
- (j) a voting exclusion statement is included in agenda item 6 of the Notice of Meeting.

7. RESOLUTIONS 6A, 6B, 6C, 6D, 6E, 6F, 6G AND 6H – APPROVAL OF ISSUE OF 2,500,000 SHARES, 2,500,000 CONSULTANCY PERFORMANCE RIGHTS, 1,000,000 CLASS A CONSULTANCY OPTIONS, 1,000,000 CLASS B CONSULTANCY OPTIONS 1,000,000 CLASS C CONSULTANCY OPTIONS, 1,000,000 CLASS D CONSULTANCY OPTIONS, 5,000,000 CLASS E CONSULTANCY OPTIONS AND 5,000,000 CLASS F CONSULTANCY OPTIONS TO SHERRY CHEN

7.1 Background

On 8 December 2021, the Company announced that it had secured the services of one of China's most regarded and revered esports personalities, 'Sherry' Chen Fang Hui (**Sherry Chen**) to head the Company's Chinese esports activities and developments as Head of Esports China.

Experience

Sherry is in the unique position where her network permeates the gaming, business media and esports industries throughout China.

As a former professional international esports champion and former coach of LGD Gaming (one of China's largest esports teams), Sherry is a regular TV presenter and guest on multiple esports reality television shows and regularly hosts official livestreams of professional matches on behalf of the game publisher, Tencent Holdings (HKG: 0700).

Sherry is currently the Tournament Director for Chinese esports powerhouse LGD Gaming, she previously held head coaching roles with multiple top tier esports teams such as ROX Tigers (South Korea) and Qin/RF Gaming. In 2018, Sherry was awarded China's top female coach award across all gaming titles.

In her capacity as either a professional player or esports coach, over the last 11 years Sherry and/or her coached team has achieved a top 3 podium finish in all national and international esports competitions entered into.

In 2014, Sherry was appointed as COO of OMG Esports for two years and prior to that she held multiple management roles for organisations such as VG Esports, CLC Esports, LOLadies and Nirvana Esports.

Consultancy Agreement

On 8 December 2021, the Company entered into a consultancy agreement with Ms Chen to secure her services (**Consultancy Agreement**). Pursuant to the Consultancy Agreement, Sherry has been engaged as the Company's Head of Esports, China for an initial term of 12 months (commencing 1 January 2022). The Consultancy Agreement can be terminated by either party giving the other party 3 months written notice.

In line with the interests of all Shareholders, Sherry's remuneration package is predominantly performance based and is focused on share price performance hurdles.

Subject to Shareholders approving Resolutions 6A, 6B, 6C, 6D, 6E, 6F, 6G and 6H and Ms Chen being continuously engaged by the Company for the period 1 January 2022 to 31 December 2022, SportsHero has agreed to issue Ms Chen the following securities:

- 2,500,000 Shares;
- 2,500,000 performance rights to acquire 2,500,000 Shares (**Consultancy Performance Rights**). The milestone to be achieved in order for the 2,500,000 Consultancy Performance Rights to be converted into 2,500,000 Shares is the volume weighted average price for Shares traded on ASX over 7 consecutive trading days during the period ending 31 December 2022 exceeding \$0.10;
- 1,000,000 options each exercisable at \$0.03 and expiring 31 Dec 2024 (**Class A Consultancy Options**);
- 1,000,000 options each exercisable at \$0.05 and expiring 31 Dec 2024 (**Class B Consultancy Options**);
- 1,000,000 options each exercisable at \$0.10 and expiring 31 Dec 2024 (**Class C Consultancy Options**);
- 1,000,000 options each exercisable at \$0.20 and expiring 31 Dec 2024 (**Class D Consultancy Options**);
- 5,000,000 options each exercisable at \$0.50 and expiring 31 Dec 2024 (**Class E Consultancy Options**); and
- 5,000,000 options each exercisable at \$1.00 and expiring 31 Dec 2024 (**Class F Consultancy Options**),

collectively the **Consultancy Securities**.

All Shares issued following the conversion of any of the Consultancy Performance Rights and/or the Class A, B, C, D, E, and F Consultancy Options will be held in voluntary escrow for a period of 12 (twelve) months from their date of issue.

Other terms and conditions of the Consultancy Agreement are considered standard for an agreement of this nature.

7.2 General

A summary of Listing Rules 7.1 is set out in Section 4.2.

The proposed issue of the Consultancy Securities to Sherry Chen (or her nominee) does not fall within any of the exceptions within Listing Rule 7.2 and, as it has not yet been approved by Shareholders, it effectively uses up part of the 15% limit in Listing Rule 7.1, reducing the Company's capacity to issue further Equity Securities without Shareholder approval under Listing Rule 7.1 for the 12 month period following the date of issue of the Incentive Securities.

The Company wishes to retain as much flexibility as possible to issue additional Equity Securities in the future without having to obtain Shareholder approval for such issues under Listing Rule 7.1. Accordingly, the Company is seeking Shareholder approval for the issue of the Consultancy Securities.

Resolution 6A seeks Shareholder approval for the issue of 2,500,000 Shares to Sherry Chen, Resolution 6B seeks Shareholder approval for the issue of 2,500,000 Consultancy Performance Rights to Sherry Chen, Resolution 6C seeks Shareholder approval for the issue of 1,000,000 Class A Consultancy Options to Sherry Chen, Resolution 6D seeks Shareholder approval for the issue of 1,000,000 Class B Consultancy Options to Sherry Chen, Resolution 6E seeks Shareholder approval for the issue of 1,000,000 Class C Consultancy Options to Sherry Chen, Resolution 6F seeks Shareholder approval for the issue of 1,000,000 Class D Consultancy Options to Sherry Chen, Resolution 6G seeks Shareholder approval for the issue of 5,000,000 Class E Consultancy Options to Sherry Chen and Resolution 6H seeks Shareholder approval for the issue of 5,000,000 Class F Consultancy Options to Sherry Chen (or her nominee).

7.3 Technical information required by Listing Rule 14.1A

If any of Resolutions 6A, 6B, 6C, 6D, 6E, 6F, 6G and 6H are not passed, then Company will not be able to proceed with the issue of the relevant Consultancy Securities the subject of the specific Resolution that is not passed. For example, if Resolution 6A is not passed then the Company will not be able to issue to Sherry Chen (or her nominee) the 2,500,000 Shares (the subject of Resolution 6A). There is no other impact if any or all of Resolutions 6A, 6B, 6C, 6D, 6E, 6F, 6G and 6H are not passed.

If Resolutions 6A, 6B, 6C, 6D, 6E, 6F, 6G and 6H are passed, the Company will be able to proceed with the issue of the Consultancy Securities. In addition, the issue of the Consultancy Securities will be excluded from the calculation of the number of Equity Securities that the Company can issue without Shareholder approval under Listing Rule 7.1.

If the Consultancy Securities (the subject of Resolutions 6C, 6D, 6E, 6F, 6G and 6H) are issued and then subsequently the applicable options are exercised, the Company would raise a further \$7,880,000 in working capital.

Resolutions 6A, 6B, 6C, 6D, 6E, 6F, 6G and 6H are each interdependent. In other words, the passing of each of Resolutions 6A, 6B, 6C, 6D, 6E, 6F, 6G and 6H is not dependent on the passing of any of the other seven Resolutions set out in agenda item 6 of the Notice of Meeting.

7.4 Technical information required by Listing Rule 7.1

Pursuant to and in accordance with Listing Rule 7.3, the following information is provided in relation to Resolutions 6A, 6B, 6C, 6D, 6E, 6F, 6G and 6H:

- (iii) the Consultancy Securities are to be issued to Sherry Chen (or her nominee). Sherry Chen is not a related party of the Company;
- (iv) the maximum number of Shares to be issued is 2,500,000 (Resolution 6A);
- (v) the maximum number of Consultancy Performance Rights to be issued is 2,500,000 (Resolution 6B);
- (vi) the 2,500,000 Consultancy Performance Rights are convertible into 2,500,000 Shares if the volume weighted average price for Shares traded on ASX over 7 consecutive trading days on or before 31 December 2022 exceeds \$0.10 per Share. The terms and conditions of the Consultancy Performance Rights are set in Schedule 3;
- (vii) the maximum number of options to be issued is 14,000,000, comprising the following:
 - 1,000,000 Class A Consultancy Options (Resolution 6C);
 - 1,000,000 Class B Consultancy Options (Resolution 6D);
 - 1,000,000 Class C Consultancy Options (Resolution 6E);
 - 1,000,000 Class D Consultancy Options (Resolution 6F);
 - 5,000,000 Class E Consultancy Options (Resolution 6G); and
 - 5,000,000 Class F Consultancy Options (Resolution 6H);
- (viii) each of the 14,000,000 options have an expiry date of 31 December 2024;
- (ix) the exercise prices of the 14,000,000 options are as follows:
 - Class A Consultancy Options - \$0.03 per option (Resolution 6C);
 - Class B Consultancy Options - \$0.05 per option (Resolution 6D);
 - Class C Consultancy Options - \$0.10 per option (Resolution 6E);
 - Class D Consultancy Options - \$0.20 per option (Resolution 6F);
 - Class E Consultancy Options - \$0.50 per option (Resolution 6G); and
 - Class F Consultancy Options - \$1.00 per option (Resolution 6H).

The full terms and conditions of the 14,000,000 options are set out in Schedule 4;

- (x) the Consultancy Securities will be issued no later than 3 months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules) and it is intended that the issue of the Consultancy Securities will occur on the same date;
- (xi) the Consultancy Securities will be issued to Sherry Chen (or her nominee) in part consideration for securing the services of Sherry Chen to head the Company's Chinese esports activities and developments as Head of Esports China and also to provide an incentive for Ms Chen's future involvement and commitment to the Company. Other than the \$7,880,000 that could be received from the exercise of the 14,000,000 options, the Company will not

receive any other additional consideration from the issue of the Consultancy Securities;

- (xii) the Consultancy Securities are being issued in accordance with the Consultancy Agreement, details of which are set out in Section 7.1;
- (xiii) the purpose of the issue is to satisfy the Company's obligations under the Consultancy Agreement, as summarised in Section 7.1 and also to provide an incentive for Ms Chen's future involvement and commitment to the Company;
- (xiv) the Consultancy Securities are not being issued under, or to fund, a reverse takeover; and
- (xv) a voting exclusion statement is included in agenda item 7 of the Notice of Meeting.

8. RESOLUTION 9 – APPROVAL TO ISSUE 1,456,711 SHARES TO MR JOHN DOUGALL

8.1 General

On 30 October 2019, the Company appointed Mr John Dougall as a non-executive Director and Chair of the Company (**Appointment Letter**). A summary of the relevant material terms and conditions of the Appointment Letter is set out below.

- (a) (**Position/Role**): The Company agreed to engage Mr John Dougall to act as non-executive Director and Chair of the Company;
- (b) (**Time Commitments**): Mr John Dougall agreed to attend board meetings, which are proposed to be held every 6 to 8 weeks; and
- (c) (**Remuneration**): The Company agreed to pay Mr Dougall a base cash fee of \$4,166.67 per month, payable monthly in arrears, and a base Share fee equal to \$50,000 per annum (**Share Fee**). The parties agreed that the Share Fee would be based on the Company's VWAP over the applicable financial year.

The Appointment Letter was on terms and conditions considered otherwise standard for an agreement of this nature.

In accordance with the Appointment Letter, the number of Shares to be issued in lieu of the outstanding Share Fee under the Appointment Letter is to be calculated using the VWAP of the Company's Shares on ASX for the period in respect of which the outstanding fees are owed, in this case being the period from 1 July 2021 to 30 June 2022.

Over this period, the Company's VWAP was \$0.034239 per Share. Accordingly, the Company is seeking approval for the issue of 1,456,711 Shares to Mr Dougall.

Under Resolution 7, the Company is seeking Shareholder approval for the issue of the 1,456,711 Shares to Mr John Dougall.

On 13 October 2022, Mr Dougall ceased to be a Director of the Company following his decision not to stand for re-election at the Meeting.

8.2 Chapter 2E of the Corporations Act

Chapter 2E of the Corporations Act requires that for a public company, or an entity that the public company controls, to give a financial benefit to a related party of the public company, the public company or entity must:

- (a) obtain the approval of the public company's members in the manner set out in sections 217 to 227 of the Corporations Act; and
- (b) give the benefit within 15 months following such approval,

unless the giving of the financial benefit falls within an exception set out in sections 210 to 216 of the Corporations Act.

The issue of 1,456,711 Shares to Mr Dougall constitutes the giving a financial benefit and Mr Dougall is a related party of the Company by virtue of being a Director within the last 6 months.

The Directors consider that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in respect of the grant of the Shares because the agreement to issue the Shares, reached as part of the remuneration package for Mr Dougall, is considered reasonable remuneration in the circumstances and was negotiated on an arm's length basis.

8.3 Listing Rule 10.11

Listing Rule 10.11 provides that unless one of the exceptions in Listing Rule 10.12 applies, a listed company must not issue or agree to issue Equity Securities to:

- 10.11.1 a related party;
- 10.11.2 a person who is, or was at any time in the 6 months before the issue or agreement, a substantial (30%+) holder in the company;
- 10.11.3 a person who is, or was at any time in the 6 months before the issue or agreement, a substantial (10%+) holder in the company and who has nominated a director to the board of the company pursuant to a relevant agreement which gives them a right or expectation to do so;
- 10.11.4 an associate of a person referred to in Listing Rules 10.11.1 to 10.11.3; or
- 10.11.5 a person whose relationship with the company or a person referred to in Listing Rules 10.11.1 to 10.11.4 is such that, in ASX's opinion, the issue or agreement should be approved by its shareholders,

unless it obtains the approval of its shareholders.

The issue of the 1,456,711 Shares falls within Listing Rule 10.11.1 and does not fall within any of the exceptions in Listing Rule 10.12. The issue, therefore, requires the approval of Shareholders under Listing Rule 10.11.

Resolution 7 seeks Shareholder approval for the issue of 1,456,711 Shares under and for the purposes of Listing Rule 10.11.

8.4 Technical information required by Listing Rule 14.1A

If Resolution 7 is passed, the Company will be able to proceed with the issue of the 1,456,711 Shares to Mr Dougall within one month after the date of the Meeting (or such later date as permitted by any ASX waiver or modification of the Listing Rules). As approval pursuant to Listing Rule 7.1 is not required for the issue of the Shares (because approval is being obtained under Listing Rule 10.11), the issue of the Shares will not use up any of the Company's 15% annual placement capacity.

If Resolution 7 is not passed, the Company will not be able to proceed with the issue of the 1,456,711 Shares and the Company will be required to pay \$50,000 (being the total of the Share Fee) in cash to Mr Dougall.

8.5 Technical Information required by Listing Rule 10.13

Pursuant to and in accordance with Listing Rule 10.13 and section 219 of the Corporations Act, the following information is provided in relation to Resolution 7:

- (a) the Shares will be issued to Mr John Dougall (or his nominee), who falls within the category set out in Listing Rule 10.11.1 by virtue of being a Director within the last 6 months;
- (b) the maximum number of Shares to be issued to Mr Dougall (being the nature of the financial benefit proposed to be given) is 1,456,711;
- (c) the 1,456,711 Shares to be issued to Mr Dougall are fully paid ordinary shares in the capital of the Company and will rank pari passu with the Company's existing issued Shares;
- (d) the Shares will be issued no later than 1 month after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules) and it is intended that issue of the Shares will occur on the same date;
- (e) the issue price of the Shares is \$0.0343239 per Share. The Company will not receive any other consideration in respect of the issue of the Shares;
- (f) the purpose of the issue of the Shares is to remunerate Mr Dougall in accordance with (and to satisfy the Company's obligations under) the terms and conditions set out in the Appointment Letter. The issue of Shares to Mr Dougall aligns the interests of Mr Dougall with those of Shareholders and provided a cost effective way for the Company to remunerate Mr Dougall;
- (g) the Company agreed to issue the Shares to Mr Dougall in lieu of the payment of cash in order to secure the services of Mr Dougall as Chair of the Company;
- (h) the total remuneration package for Mr Dougall for the previous financial year and the proposed total remuneration package for the current financial year is set out below:

Related Party	Current Financial Year ²	Previous Financial Year ¹
John Dougall	\$33,333	\$100,000

Notes:

1. Comprising fees paid in cash of \$50,000 and fees to be paid in Shares to the value of \$50,000 (Resolution 7),

2. Comprising fees to be paid in cash.
- (i) the 1,456,711 Shares are being issued under the Appointment Letter, a summary of which is provided in Section 8.1; and
- (j) a voting exclusion statement is included in agenda item 7 of the Notice of Meeting.

9. RESOLUTION 8 – APPROVAL OF 7.1A MANDATE

9.1 General

A summary of Listing Rule 7.1 is set out in Section 4.2.

Under Listing Rule 7.1A, an eligible entity may seek shareholder approval by way of a special resolution passed at its annual general meeting to increase this 15% limit by an extra 10% to 25% (**7.1A Mandate**).

An 'eligible entity' means an entity which is not included in the S&P/ASX 300 Index and has a market capitalisation of \$300,000,000 or less. The Company is an eligible entity for these purposes.

As at the date of this Notice, the Company is an eligible entity as it is not included in the S&P/ASX 300 Index and has a current market capitalisation of \$11.4m (based on the number of Shares on issue and the closing price of Shares on the ASX on 10 October 2022 and excluding any restricted securities that may be on issue).

Resolution 8 seeks Shareholder approval by way of special resolution for the Company to have the additional 10% placement capacity provided for in Listing Rule 7.1A to issue Equity Securities without Shareholder approval.

If Resolution 8 is passed, the Company will be able to issue Equity Securities up to the combined 25% limit in Listing Rules 7.1 and 7.1A without any further Shareholder approval.

If Resolution 8 is not passed, the Company will not be able to access the additional 10% capacity to issue Equity Securities without Shareholder approval under Listing Rule 7.1A, and will remain subject to the 15% limit on issuing Equity Securities without Shareholder approval set out in Listing Rule 7.1.

9.2 Technical information required by Listing Rule 7.1A

Pursuant to and in accordance with Listing Rule 7.3A, the information below is provided in relation to Resolution 8:

(a) Period for which the 7.1A Mandate is valid

The 7.1A Mandate will commence on the date of the Meeting and expire on the first to occur of the following:

- (i) the date that is 12 months after the date of this Meeting;
- (ii) the time and date of the Company's next annual general meeting; and
- (iii) the time and date of approval by Shareholders of any transaction under Listing Rule 11.1.2 (a significant change in the nature or scale of activities) or Listing Rule 11.2 (disposal of the main undertaking).

(b) **Minimum Price**

Any Equity Securities issued under the 7.1A Mandate must be in an existing quoted class of Equity Securities and be issued at a minimum price of 75% of the volume weighted average price of Equity Securities in that class, calculated over the 15 trading days on which trades in that class were recorded immediately before:

- (i) the date on which the price at which the Equity Securities are to be issued is agreed by the entity and the recipient of the Equity Securities; or
- (ii) if the Equity Securities are not issued within 10 trading days of the date in Section 9.2(b)(i), the date on which the Equity Securities are issued.

(c) **Use of funds raised**

The Company intends to use funds raised from issues of Equity Securities under the 7.1A Mandate for the following purposes:

- (i) continued development and growth of SportsHero's business;
- (ii) product development and future enhancements to the Company's apps and/or predictor(s);
- (iii) market development and expansion into new sports and/or new jurisdictions;
- (iv) marketing and user acquisition, with a particular focus on user retention and engagement;
- (v) expansion of our team to enhance and develop content, features and products;
- (vi) advertising and promotion costs;
- (vii) administration and operating costs; and
- (viii) general working capital.

(d) **Risk of Economic and Voting Dilution**

Any issue of Equity Securities under the 7.1A Mandate will dilute the interests of Shareholders who do not receive any Shares under the issue.

If Resolution 8 is approved by Shareholders and the Company issues the maximum number of Equity Securities available under the 7.1A Mandate, the economic and voting dilution of existing Shares would be as shown in the table below.

The table below shows the dilution of existing Shareholders calculated in accordance with the formula outlined in Listing Rule 7.1A.2, on the basis of the closing market price of Shares and the number of Equity Securities on issue as at 10 October 2022.

The table also shows the voting dilution impact where the number of Shares on issue (Variable A in the formula) changes and the economic

dilution where there are changes in the issue price of Shares issued under the 7.1A Mandate.

		Dilution			
Number of Shares on Issue (Variable A in Listing Rule 7.1A.2)		Shares issued – 10% voting dilution	Issue Price		
			\$0.01	\$0.02	\$0.03
			50% decrease	Issue Price	50% increase
			Funds Raised		
Current	575,001,084 Shares	57,500,108 Shares	\$575,001	\$1,150,002	\$1,725,003
50% increase	862,501,626 Shares	86,250,216 Shares	\$862,502	\$1,725,004	\$2,587,506
100% increase	1,150,002,168 Shares	115,000,216 Shares	\$1,150,002	\$2,300,004	\$3,450,006

*The number of Shares on issue (Variable A in the formula) could increase as a result of the issue of Shares that do not require Shareholder approval (such as under a pro-rata rights issue or scrip issued under a takeover offer) or that are issued with Shareholder approval under Listing Rule 7.1.

The table above uses the following assumptions:

- There are currently 575,001,084 Shares on issue comprising:
 - 569,794,373 existing Shares as at the date of this Notice of Meeting;
 - 250,000 Shares which will be issued if Resolution 4 is passed at this Meeting;
 - 1,000,000 Shares which will be issued if Resolution 5A is passed at this Meeting;
 - 2,500,000 Shares which will be issued if Resolution 6A is passed at this Meeting;
 - 1,456,711 Shares which will be issued if Resolution 7 is passed at this Meeting and
 - nil Shares which are to be issued pursuant to any prior approved issue of Shares in relation to which additional Shares will be issued after the date of the Notice.
- The issue price set out above is the closing market price of the Shares on the ASX on 10 October 2021.
- The Company issues the maximum possible number of Equity Securities under the 7.1A Mandate.
- The total number of Equity Securities issued or agreed to be issued under Listing Rule 7.1A.2 in the 12 months preceding the date of the Meeting was 48,954,437 Shares (refer Section 9.2(f)).
- The issue of Equity Securities under the 7.1A Mandate consists only of Shares. It is assumed that no options are exercised or performance rights converted into Shares before the date of issue of the Equity Securities.
- The calculations above do not show the dilution that any one particular Shareholder will be subject to. All Shareholders should consider the dilution caused to their own shareholding depending on their specific circumstances.
- This table does not set out any dilution pursuant to approvals under Listing Rule 7.1 unless otherwise disclosed.
- The 10% voting dilution reflects the aggregate percentage dilution against the issued share capital at the time of issue. This is why the voting dilution is shown in each example as 10%.
- The table does not show an example of dilution that may be caused to a particular Shareholder by reason of placements under the 7.1A Mandate, based on that Shareholder's holding at the date of the Meeting.

Shareholders should note that there is a risk that:

- (i) the market price for the Company's Shares may be significantly lower on the issue date than on the date of the Meeting; and
- (ii) the Shares may be issued at a price that is at a discount to the market price for those Shares on the date of issue.

(e) **Allocation policy under the 7.1A Mandate**

The recipients of the Equity Securities to be issued under the 7.1A Mandate have not yet been determined. However, the recipients of Equity Securities could consist of current Shareholders or new investors (or both), none of whom will be related parties of the Company.

The Company will determine the recipients at the time of the issue under the 7.1A Mandate, having regard to the following factors:

- (i) the purpose of the issue;
- (ii) alternative methods for raising funds available to the Company at that time, including, but not limited to, an entitlement issue, share purchase plan, placement or other offer where existing Shareholders may participate;
- (iii) the effect of the issue of the Equity Securities on the control of the Company;
- (iv) the circumstances of the Company, including, but not limited to, the financial position and solvency of the Company;
- (v) prevailing market conditions; and
- (vi) advice from corporate, financial and broking advisers (if applicable).

(f) **Previous approval under Listing Rule 7.1A**

The Company previously obtained approval from its Shareholders pursuant to Listing Rule 7.1A at its annual general meeting held on 10 November 2021 (**Previous Approval**).

During the 12 month period preceding the date of the Meeting, being on and from 29 November 2021, the Company issued 48,954,437 Shares pursuant to the Previous Approval (refer Section 9.2(d)(4)). These 48,954,437 Shares represented 10% of the total number of Shares on issue at the commencement of the 12 month period.

The 48,954,437 Shares were issued on 3 December 2021 (at an issue price of \$0.035 per Share) and formed part of an 80,000,000 Share placement (at an issue price of \$0.035 per Share) to clients of Novus Capital Limited, the Lead Manager for the placement.

As at the date of issue of the 48,954,437 Shares (3 December 2021) the closing market price on ASX of the Company's Shares was \$0.04. As such,

the \$0.035 issue price of the 48,954,437 Shares was at a 12.5% discount to the 3 December 2021 closing market price.

The total cash consideration received from the issue of the 48,954,437 Shares was \$1,713,405. Since the raising of the \$1,713,405 on 3 December 2021, the Company has spent 100% of those funds on the following:

- localisation of the eSportsHero prediction platform for key markets;
- key executive hires to drive the go-to market strategy in Australia, Asia Pacific and China;
- development of partnerships with gaming communities globally;
- marketing and user acquisition through tournament organisers;
- product and feature enhancements for OlahBola and the functionality of Ellevote Football;
- launch and promote Ellevote Football throughout Indonesia;
- development of product features to support multiple revenue streams;
- paying ongoing corporate and administration costs, including the salaries of Australian, Indonesian and Singaporean based personnel, director fees, ASX fees, legal fees, audit fees, accounting fees, company secretarial fees, share registry costs and occupancy costs;
- working capital; and
- costs of issue.

On 31 January 2022, Shareholders ratified the issue of 80,000,000 Share placement, including the issue of the 48,954,437 Shares that were issued pursuant to the Previous Approval.

No related party, member of Key Management Personnel or substantial holder participated in the issue of the 48,954,437 Shares.

9.3 Voting exclusion statement

As at the date of this Notice, the Company is not proposing to make an issue of Equity Securities under Listing Rule 7.1A. Accordingly, a voting exclusion statement is not included in this Notice.

10. RESOLUTION 9 – RE-ELECTION OF DIRECTOR – MR STRATOS KAROUSOS UPDATE

10.1 General

Mr Stratos Karousos was appointed as a Director of the Company on 13 October 2022 in accordance with clause 14.4 of the Constitution and Listing Rule 14.4.

Clause 14.4 of the Constitution and Listing Rule 14.4 allows, at any time, the appointment by the directors of a person to be a director to fill a casual vacancy or as addition to the existing directors, but so that the total number of directors does not at any time exceed the maximum number specified by the Constitution.

Clause 14.4 of the Constitution provides that any director so appointed holds office until the next annual general meeting of members of the Company and is then eligible for re-election at that meeting.

In accordance with clause 14.4 of the Constitution and Listing Rule 14.4, Mr Karousos retires from office and, being eligible for re-election, submits himself for re-election as a Director of the Company.

10.2 Qualifications and other material directorships

Mr Karousos is an experienced director and senior executive with deep corporate and legal experience gained mostly in Australia, Hong Kong, Singapore and the United States.

Stratos is currently a non-executive director of robotics company Nightingale Intelligent Systems Inc (ASX: NGL) and Australian online retailer, Aumake Limited (ASX: AUK).

He has previously held positions as CEO and director of Elixinol Wellness Limited (ASX: EXL) and has held senior roles in global organisations including Wise Tech Global Limited (ASX: WTC) and Baker McKenzie.

Mr Karousos holds a Bachelor of Laws from the University of Technology, Sydney and a Master of Commerce from the University of New South Wales.

10.3 Independence

If re-elected, the Board considers that Mr Stratos Karousos will be an independent Director.

10.4 Board recommendation

The Board considers that Mr Karousos's skills and experience will enhance the Board's ability to perform its role. Accordingly, the Board supports the re-election of Mr Karousos and recommends that Shareholders vote in favour of Resolution 9.

GLOSSARY

\$ means Australian dollars.

7.1A Mandate has the meaning given to that term in Section 9.1.

AET means Australian Eastern Time as observed in Sydney, New South Wales.

AiDriven means AiDriven Pty Ltd (ACN 647 391 115).

AiDriven Options means the Class A AiDriven Options, the Class B AiDriven Options, the Class C AiDriven Options, the Class D AiDriven Options, the Class E AiDriven Options, the Class F AiDriven Options and the Class G AiDriven Options (as applicable).

AiDriven Securities has the meaning given to that term in Section 6.1.

Annual General Meeting or **Meeting** means the meeting convened by the Notice.

App has the meaning given to that term in Section 6.1.

Appointment Letter has the meaning given to that term in Section 8.1.

ASX means ASX Limited (ACN 008 624 691) or the financial market operated by ASX Limited, as the context requires.

Binding Terms Sheet has the meaning given to that term in Section 4.1.

Board means the current board of directors of the Company.

Chair means the chair of the Meeting.

Class A AiDriven Options means options to acquire Shares each exercisable at \$0.05 per Share and expiring 30 June 2024 and otherwise on the terms and conditions set out in Schedule 2.

Class B AiDriven Options means options to acquire Shares each exercisable at \$0.10 per Share and expiring 30 June 2024 and otherwise on the terms and conditions set out in Schedule 2.

Class C AiDriven Options means options to acquire Shares each exercisable at \$0.20 per Share and expiring 30 June 2024 and otherwise on the terms and conditions set out in Schedule 2.

Class A Consultancy Options means options to acquire Shares each exercisable at \$0.03 per Share and expiring 31 December 2024 and otherwise on the terms and conditions set out in Schedule 4.

Class B Consultancy Options means options to acquire Shares each exercisable at \$0.05 per Share and expiring 31 December 2024 and otherwise on the terms and conditions set out in Schedule 4.

Class C Consultancy Options means options to acquire Shares each exercisable at \$0.10 per Share and expiring 31 December 2024 and otherwise on the terms and conditions set out in Schedule 4.

Class D Consultancy Options means options to acquire Shares each exercisable at \$0.20 per Share and expiring 31 December 2024 and otherwise on the terms and conditions set out in Schedule 4.

Class E Consultancy Options means options to acquire Shares each exercisable at \$1.00 per Share and expiring 31 December 2024 and otherwise on the terms and conditions set out in Schedule 4.

Class F Consultancy Options means options to acquire Shares each exercisable at \$0.10 per Share and expiring 31 December 2024 and otherwise on the terms and conditions set out in Schedule 4.

Class A Livewire Performance Rights means performance rights convertible into Shares and otherwise on the terms and conditions set out in Schedule 1.

Class B Livewire Performance Rights means performance rights convertible into Shares and otherwise on the terms and conditions set out in Schedule 1.

Class C Livewire Performance Rights means performance rights convertible into Shares and otherwise on the terms and conditions set out in Schedule 1.

Class D Livewire Performance Rights means performance rights convertible into Shares and otherwise on the terms and conditions set out in Schedule 1.

Class E Livewire Performance Rights means performance rights convertible into Shares and otherwise on the terms and conditions set out in Schedule 1.

Class F Livewire Performance Rights means performance rights convertible into Shares and otherwise on the terms and conditions set out in Schedule 1.

Class G Livewire Performance Rights means performance rights convertible into Shares and otherwise on the terms and conditions set out in Schedule 1.

Closely Related Party of a member of the Key Management Personnel means:

- (a) a spouse or child of the member;
- (b) a child of the member's spouse;
- (c) a dependent of the member or the member's spouse;
- (d) anyone else who is one of the member's family and may be expected to influence the member, or be influenced by the member, in the member's dealing with the entity;
- (e) a company the member controls; or
- (f) a person prescribed by the Corporations Regulations 2001 (Cth) for the purposes of the definition of 'closely related party' in the Corporations Act.

Company or **SportsHero** means SportsHero Limited (ACN 123 423 987).

Consultancy Options means the Class A Consultancy Options, the Class B Consultancy Options, the Class C Consultancy Options, the Class D Consultancy Options, the Class E Consultancy Options and the Class F Consultancy Options (as applicable).

Consultancy Performance Rights has the meaning given to that term in Section 7.1 and otherwise on the terms and conditions set out in Schedule 3.

Consultancy Securities has the meaning given to that term in Section 7.1.

Constitution means the Company's constitution.

Consultancy Agreement has the meaning given to that term in Section 7.1.

Corporations Act means the *Corporations Act 2001* (Cth).

Directors means the current directors of the Company.

Equity Securities includes a Share, a right to a Share or option, an option, a convertible security and any security that ASX decides to classify as an equity security.

EsportsHero means EsportsHero Pty Ltd (ACN) 631 014 349) a wholly owned Australian subsidiary of the Company.

Explanatory Statement means the explanatory statement accompanying the Notice.

Initial Term has the meaning given to that term in Section 4.1.

Key Management Personnel has the same meaning as in the accounting standards issued by the Australian Accounting Standards Board and means those persons having authority and responsibility for planning, directing and controlling the activities of the Company, or if the Company is part of a consolidated entity, of the consolidated entity, directly or indirectly, including any director (whether executive or otherwise) of the Company, or if the Company is part of a consolidated entity, of an entity within the consolidated group.

Listing Rules means the Listing Rules of ASX.

Livewire means Livewire Group International Pty Ltd (ACN 647 948 025).

Livewire Performance Rights has the meaning given to that term in Section 4.1.

Notice or **Notice of Meeting** means this notice of Annual General Meeting, including the Explanatory Statement and the Proxy Form.

Previous Approval has the meaning given to that term in Section 9.2(f).

Proxy Form means the proxy form accompanying the Notice.

Remuneration Report means the remuneration report set out in the Director's report section of the Company's annual financial report for the year ended 30 June 2022.

Resolutions means the resolutions set out in the Notice, or any one of them, as the context requires.

Schedule means a schedule to this Notice.

Section means a section of the Explanatory Statement.

Services has the meaning given to that term in Section 4.1.

Share means a fully paid ordinary share in the capital of the Company.

Shareholder means a registered holder of a Share.

Share Fee has the meaning given to that term in Section 8.1.

Spill Meeting has the meaning given to that term in Section 2.2.

Spill Resolution has the meaning given to that term in Section 2.2.

VWAP means volume weighted average price.

SCHEDULE 1 – TERMS AND CONDITIONS OF LIVEWIRE PERFORMANCE RIGHTS

The following is a summary of the key terms and conditions of the Livewire Performance Rights issued by SportsHero Limited (**Company**) to Livewire (**Holder**):

- (a) **(Milestones)** The Livewire Performance Rights shall have the following milestones attached to them:
- (i) **Class A Livewire Performance Rights:** subject to the Binding Terms Sheet not being terminated, the attainment by EsportsHero during the Initial Term of five (5) Sponsors sourced and secured by Livewire,
*(a **Sponsor** being a sponsor/advertiser that spends not less than A\$25,000 on sponsoring/advertising on eSportsHero's platform during any twelve (12) month period during the Initial Term);*
 - (ii) **Class B Livewire Performance Rights:** subject to the Binding Terms Sheet not being terminated, the attainment by EsportsHero during the Initial Term of ten (10) Sponsors sourced and secured by Livewire;
 - (iii) **Class C Livewire Performance Rights:** subject to the Binding Terms Sheet not being terminated, the attainment during the Initial Term of 200,000 Active Users on EsportsHero's platform,
*(an **Active User** is a user that returns to EsportsHero's platform at least once during any 28 day period);*
 - (iv) **Class D Livewire Performance Rights:** subject to the Binding Terms Sheet not being terminated, the attainment during the Initial Term of 400,000 Active Users on EsportsHero's platform;
 - (v) **Class E Livewire Performance Rights:** subject to the Binding Terms Sheet not being terminated, the attainment during the Initial Term of 600,000 Active Users on EsportsHero's platform;
 - (vi) **Class F Livewire Performance Rights:** subject to the Binding Terms Sheet not being terminated, the attainment during the Initial Term of 800,000 Active Users on EsportsHero's platform; and
 - (vii) **Class G Livewire Performance Rights:** subject to the Binding Terms Sheet not being terminated, the attainment during the Initial Term of 1,000,000 Active Users on EsportsHero's platform.

(each referred to as a **Milestone**).
- (b) **(Expiry Date)** To the extent that a Livewire Performance Right has not been converted into a Share during the Initial Term, the relevant Livewire Performance Right shall lapse in accordance with paragraph (o) **(Expiry Date)**.
- (c) **(No voting rights)** A Livewire Performance Right does not entitle the Holder to vote on any resolutions proposed by the Company except as otherwise required by law.
- (d) **(No dividend rights)** A Livewire Performance Right does not entitle the Holder to any dividends.

- (e) **(No rights to return of capital)** A Livewire Performance Right does not entitle the Holder to a return of capital, whether in a winding up, upon a reduction of capital or otherwise.
- (f) **(Rights on winding up)** A Livewire Performance Right does not entitle the Holder to participate in the surplus profits or assets of the Company upon winding up.
- (g) **(Not transferable)** A Livewire Performance Right is not transferable.
- (h) **(Reorganisation of capital)** If at any time the issued capital of the Company is reconstructed, all rights of a Holder will be changed to the extent necessary to comply with the applicable ASX Listing Rules at the time of reorganisation.

(Application to ASX) The Livewire Performance Rights will not be quoted on ASX. However, if the Company is listed on ASX at the time of conversion of the Livewire Performance Rights into fully paid ordinary shares (**Shares**), the Company must within 10 Business Days apply for the official quotation of the Shares arising from the conversion on ASX. Any amendment to the terms of these Livewire Performance Rights as required by ASX will be deemed to be incorporated in these terms.

- (i) **(Participation in entitlements and bonus issues)** A Livewire Performance Right does not entitle a Holder (in their capacity as a holder of a Livewire Performance Right) to participate in new issues of capital offered to holders of Shares such as bonus issues and entitlement issues.
- (j) **(No other rights)** A Livewire Performance Right gives the Holder no rights other than those expressly provided by these terms and those provided at law where such rights at law cannot be excluded by these terms.
- (k) **(Conversion on achievement of Milestone)** Subject to paragraph (m), a Livewire Performance Right in the relevant class will convert into one Share upon achievement of the applicable Milestone under paragraph (a).
- (l) **(Conversion on change of control)** Subject to paragraph (m) and notwithstanding the relevant Milestone has not been satisfied, upon the occurrence of either:
 - (i) a takeover bid under Chapter 6 of the Corporations Act 2001 (Cth) having been made in respect of the Company having received acceptances for more than 50% of the Company's Shares on issue and being declared unconditional by the bidder; or
 - (ii) a court granting orders approving a compromise or arrangement for the purposes of or in connection with a scheme of arrangement for the reconstruction of SportsHero or its amalgamation with any other company or companies,

The conversion will be completed on a pro rata basis across each class of Livewire Performance Rights then on issue as well as on a pro rata basis for each Holder. Livewire Performance Rights that are not converted into Shares under this paragraph will continue to be held by the Holder on the same terms and conditions.

- (m) **(Deferral of conversion if resulting in a prohibited acquisition of Shares)** If the conversion of Livewire Performance Rights under paragraph (k) or (m) would result in any person being in contravention of section 606(1) of the *Corporations Act 2001* (Cth) (**General Prohibition**) then the conversion of the Livewire Performance Rights shall be deferred until such later time or times that the conversion would not

result in a contravention of the General Prohibition. In assessing whether a conversion of a Livewire Performance Right would result in a contravention of the General Prohibition:

- (i) Holders may give written notification to the Company if they consider that the conversion of a Livewire Performance Right may result in the contravention of the General Prohibition. The absence of such written notification from the Holder will entitle the Company to assume the conversion of a Livewire Performance Right will not result in any person being in contravention of the General Prohibition.
 - (ii) The Company may (but is not obliged to) by written notice to a Holder request a Holder to provide the written notice referred to in paragraph (m)(i) within seven days if the Company considers that the conversion of a Livewire Performance Right may result in a contravention of the General Prohibition. The absence of such written notification from the Holder will entitle the Company to assume the conversion of a Livewire Performance Right will not result in any person being in contravention of the General Prohibition.
- (n) **(Lapse of Livewire Performance Right)** Each Livewire Performance Right shall expire on the date set out in paragraph (b). If the relevant Milestone attached to a Livewire Performance Right has not been achieved by the Expiry Date, the Company will redeem the relevant Livewire Performance Rights in accordance with paragraph (p) below. For the avoidance of doubt, a Livewire Performance Right will not lapse in the event the relevant Milestone is met before the Expiry Date and the Shares the subject of a conversion are deferred in accordance with paragraph (m) above.
- (o) **(Redemption if Milestone not achieved)** If the relevant Milestone is not achieved by the relevant Expiry Date, then each Livewire Performance Right in the relevant class will be automatically redeemed by the Company for the sum of \$0.00001 within 10 Business Days of that Expiry Date.
- (p) **(Conversion procedure)** The Company will issue the Holder with a new holding statement for any Share issued upon conversion of a Livewire Performance Right within 10 Business Days following the conversion.
- (q) **(Ranking upon conversion)** The Share into which a Livewire Performance Right may convert will rank *pari passu* in all respects with existing Shares.
- (r) **(ASX approval)** The terms of these Livewire Performance Rights are subject to ASX approval. In the event that ASX does not approve the terms of these Livewire Performance Rights, the Milestones will be varied to the extent required to obtain the necessary ASX approval.

For the avoidance of doubt, the maximum number of Shares that can be issued pursuant to the conversion of the Livewire Performance Rights is 1,500,000 Shares.

On conversion, each Performance Right converts into one Share.

SCHEDULE 2 – TERMS AND CONDITIONS OF AIDRIVEN OPTIONS

The AiDriven Options entitle the holder to subscribe for Shares in the capital of SportsHero Limited on the following terms and conditions:

- (a) The exercise price of each Class A AiDriven Option is \$0.05 (**Class A Exercise Price**).
- (b) The exercise price of each Class B AiDriven Option is \$0.10 (**Class B Exercise Price**).
- (c) The exercise price of each Class C AiDriven Option is \$0.20 (**Class C Exercise Price**).
- (d) The AiDriven Options expire at 5:00pm AET on 30 June 2024 (**Expiry Date**).
- (e) The AiDriven Options can be exercised by the holder at any time on or before the Expiry Date.
- (f) Each AiDriven Option shall entitle the holder to subscribe for and be issued one Share in the capital of SportsHero Limited (the "Company") upon exercise of the AiDriven Option and payment to the Company of the relevant Class A, B or C Exercise Price.
- (g) Shares issued as a result of the exercise of any of the AiDriven Options will rank equally in all respects with all Shares currently on issue.
- (h) The AiDriven Option holder is not entitled to participate in new issues of securities offered to Shareholders of the Company (including any rights issue, entitlement issue or bonus issue) unless the AiDriven Option is exercised before the relevant record date for that new issue.
- (i) Shares issued on the exercise of AiDriven Options will be issued not more than five (5) business days after receipt of a properly executed exercise notice and application moneys. Shares issued pursuant to the exercise of an AiDriven Option will rank equally with the then issued Shares of the Company in all respects. If the Company is listed on the Australian Securities Exchange, it will, pursuant to the exercise of an AiDriven Option, apply to ASX for quotation of the Shares issued as a result of the exercise, in accordance with the Corporations Act 2001 and the ASX Listing Rules.
- (j) In the event of any reconstruction (including consolidation, sub-division, reduction or return) of the issued capital of the Company, all rights of the AiDriven Option holder will be changed to the extent necessary to comply with the ASX Listing Rules applying to the reconstruction of capital at the time of the reconstruction.

SCHEDULE 3 – TERMS AND CONDITIONS OF CONSULTANCY PERFORMANCE RIGHTS

The following is a summary of the key terms and conditions of the Consultancy Performance Rights to be issued to Ms Sherry Chen (or her nominee) **(Holder)**:

- (a) **(Milestone)** The milestone of the Consultancy Performance Rights is the volume weighted average price for Shares traded on ASX over 7 consecutive trading days on or before 31 December 2022 exceeding \$0.10 **(Milestone)**
- (b) **(Expiry Date)** To the extent that a Consultancy Performance Right has not been converted into a Share as at 31 March 2023, it shall lapse in accordance with paragraph (o) **(Expiry Date)**;
- (c) **(No voting rights)** A Consultancy Performance Right does not entitle the Holder to vote on any resolutions proposed by the Company except as otherwise required by law.
- (d) **(No dividend rights)** A Consultancy Performance Right does not entitle the Holder to any dividends.
- (e) **(No rights to return of capital)** A Consultancy Performance Right does not entitle the Holder to a return of capital, whether in a winding up, upon a reduction of capital or otherwise.
- (f) **(Rights on winding up)** A Consultancy Performance Right does not entitle the Holder to participate in the surplus profits or assets of the Company upon winding up.
- (g) **(Not transferable)** A Consultancy Performance Right is not transferable.
- (h) **(Reorganisation of capital)** If at any time the issued capital of the Company is reconstructed, all rights of a Holder will be changed to the extent necessary to comply with the applicable ASX Listing Rules at the time of reorganisation.
- (i) **(Application to ASX)** The Consultancy Performance Rights will not be quoted on ASX. However, if the Company is listed on ASX at the time of conversion of the Consultancy Performance Rights into fully paid ordinary shares **(Shares)**, the Company must within 10 Business Days apply for the official quotation of the Shares arising from the conversion on ASX. Any amendment to the terms of these Consultancy Performance Rights as required by ASX will be deemed to be incorporated in these terms.
- (j) **(Participation in entitlements and bonus issues)** A Consultancy Performance Right does not entitle a Holder (in their capacity as a holder of a Consultancy Performance Right) to participate in new issues of capital offered to holders of Shares such as bonus issues and entitlement issues.
- (k) **(No other rights)** A Consultancy Performance Rights gives the Holder no rights other than those expressly provided by these terms and those provided at law where such rights at law cannot be excluded by these terms.
- (l) **(Conversion on achievement of Milestone)** Subject to paragraph (m), a Consultancy Performance Right will convert into one Share upon achievement of the Milestone under paragraph (a).

(m) **(Conversion on change of control)** Subject to paragraph (m) and notwithstanding the Milestone has not been satisfied, upon the occurrence of either:

- (i) a takeover bid under Chapter 6 of the Corporations Act 2001 (Cth) having been made in respect of the Company having received acceptances for more than 50% of the Company's Shares on issue and being declared unconditional by the bidder; or
- (ii) a Court granting orders approving a compromise or arrangement for the purposes of or in connection with a scheme of arrangement for the reconstruction of the Company or its amalgamation with any other company or companies,

the Consultancy Performance Rights shall automatically convert into Shares, provided that if the number of Shares that would be issued upon such conversion is greater than 10% of the Company's Shares on issue as at the date of conversion, then that number of Consultancy Performance Rights that is equal to 10% of the Company's Shares on issue as at the date of conversion under this paragraph will automatically convert into an equivalent number of Company Shares. The conversion will be completed on a pro rata basis across each class of Consultancy Performance Rights then on issue as well as on a pro rata basis for each Holder. Consultancy Performance Rights that are not converted into Shares under this paragraph will continue to be held by the Holders on the same terms and conditions.

(n) **(Deferral of conversion if resulting in a prohibited acquisition of Shares)** If the conversion of a Consultancy Performance Rights under paragraph (k) or (m) would result in any person being in contravention of section 606(1) of the *Corporations Act 2001* (Cth) **(General Prohibition)** then the conversion of that Consultancy Performance Rights shall be deferred until such later time or times that the conversion would not result in a contravention of the General Prohibition. In assessing whether a conversion of a Consultancy Performance Right would result in a contravention of the General Prohibition:

- (i) Holders may give written notification to the Company if they consider that the conversion of a Consultancy Performance Right may result in the contravention of the General Prohibition. The absence of such written notification from the Holder will entitle the Company to assume the conversion of a Consultancy Performance Rights will not result in any person being in contravention of the General Prohibition.
- (ii) The Company may (but is not obliged to) by written notice to a Holder request a Holder to provide the written notice referred to in paragraph (m)(i) within seven days if the Company considers that the conversion of a Consultancy Performance Rights may result in a contravention of the General Prohibition. The absence of such written notification from the Holder will entitle the Company to assume the conversion of a Consultancy Performance Rights will not result in any person being in contravention of the General Prohibition.

(o) **(Lapse of Consultancy Performance Right)** Each Consultancy Performance Right shall expire on the date set out in paragraph (b). If the Milestone attached to the Consultancy Performance Rights has not been achieved by the Expiry Date, the Company will redeem the Consultancy Performance Rights in accordance with paragraph (p) below. For the avoidance of doubt, a Consultancy Performance Right will not lapse in the event the Milestone is met before the Expiry Date and the Shares the subject of a conversion are deferred in accordance with paragraph (m) above.

- (p) **(Redemption if Milestone not achieved)** If the Milestone is not achieved by the Expiry Date, then each Consultancy Performance Right will be automatically redeemed by the Company for the sum of \$0.00001 within 10 Business Days of that Expiry Date.
- (q) **(Conversion procedure)** The Company will issue the Holder with a new holding statement for any Share issued upon conversion of a Consultancy Performance Right within 10 Business Days following the conversion.
- (r) **(Ranking upon conversion)** The Share into which a Consultancy Performance Right may convert will rank pari passu in all respects with existing Shares.
- (s) **(ASX approval)** The terms of these Consultancy Performance Rights are subject to ASX approval. In the event that ASX does not approve the terms of these Consultancy Performance Rights, the Milestone will be varied to the extent required to obtain the necessary ASX approval.

SCHEDULE 4 – TERMS AND CONDITIONS OF CONSULTANCY OPTIONS

The Consultancy Options entitle the holder to subscribe for Shares in the capital of SportsHero Limited on the following terms and conditions:

- (a) The exercise price of each Class A Consultancy Option is \$0.03 (**Class A Exercise Price**).
- (b) The exercise price of each Class B Consultancy Option is \$0.05 (**Class B Exercise Price**).
- (c) The exercise price of each Class C Consultancy Option is \$0.10 (**Class C Exercise Price**).
- (d) The exercise price of each Class D Consultancy Option is \$0.20 (**Class D Exercise Price**).
- (e) The exercise price of each Class E Consultancy Option is \$0.50 (**Class E Exercise Price**).
- (f) The exercise price of each Class F Consultancy Option is \$1.00 (**Class F Exercise Price**).
- (g) The Consultancy Options expire at 5:00pm AET on 31 December 2024 (**Expiry Date**).
- (h) The Consultancy Options can be exercised by the holder at any time on or before the Expiry Date.
- (i) Each Consultancy Option shall entitle the holder to subscribe for and be issued one Share in the capital of SportsHero Limited (the "Company") upon exercise of the Consultancy Option and payment to the Company of the relevant Class A, B, C, D, E or F Exercise Price.
- (j) Shares issued as a result of the exercise of any of the Consultancy Options will rank equally in all respects with all Shares currently on issue.
- (k) The Consultancy Option holder is not entitled to participate in new issues of securities offered to Shareholders of the Company (including any rights issue, entitlement issue or bonus issue) unless the Consultancy Option is exercised before the relevant record date for that new issue.
- (l) Shares issued on the exercise of Consultancy Options will be issued not more than five (5) business days after receipt of a properly executed exercise notice and application moneys. Shares issued pursuant to the exercise of a Consultancy Option will rank equally with the then issued Shares of the Company in all respects. If the Company is listed on the Australian Securities Exchange, it will, pursuant to the exercise of a Consultancy Option, apply to ASX for quotation of the Shares issued as a result of the exercise, in accordance with the Corporations Act 2001 and the ASX Listing Rules.
- (m) In the event of any reconstruction (including consolidation, sub-division, reduction or return) of the issued capital of the Company, all rights of the Consultancy Option holder will be changed to the extent necessary to comply with the ASX Listing Rules applying to the reconstruction of capital at the time of the reconstruction.

PROXY FORM
SPORTSHERO LIMITED ACN 123 423 987
ANNUAL GENERAL MEETING - all Resolutions will be determined by poll

I/We

of:

being a Shareholder entitled to attend and vote at the Meeting, hereby appoint:

Name:

OR: ☐ the Chair of the Meeting as my/our proxy.

or failing the person so named or, if no person is named, the Chair, or the Chair's nominee, to vote in accordance with the following directions, or, if no directions have been given, and subject to the relevant laws as the proxy sees fit, at the Meeting to be held at 12:00 pm (AET) on Tuesday 29 November 2022 and at any adjournment thereof.

AUTHORITY FOR CHAIR TO VOTE UNDIRECTED PROXIES ON REMUNERATION RELATED RESOLUTIONS

Where I/we have appointed the Chair as my/our proxy (or where the Chair becomes my/our proxy by default), I/we expressly authorise the Chair to exercise my/our proxy on Resolution 1 (except where I/we have indicated a different voting intention below) even though Resolution 1 is connected directly or indirectly with the remuneration of members of the Key Management Personnel, which includes the Chair.

CHAIR'S VOTING INTENTION IN RELATION TO UNDIRECTED PROXIES

The Chair intends to vote undirected proxies in favour of all Resolutions. In exceptional circumstances the Chair may change his voting intention on any Resolution. In the event this occurs, an ASX announcement will be made immediately disclosing the reasons for the change.

Voting on business of the Meeting		FOR	AGAINST	ABSTAIN
Resolution 1	Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Re-election of Director – Mr Michael Higginson	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Ratification of issue of 2.5m Shares and 1.5m Performance Rights	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4	Approval for issue of 250,000 Shares to Livewire	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5A	Approval for issue of 1,000,000 Shares to AiDriven	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5B	Approval for issue of 2,000,000 Options to AiDriven	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5C	Approval for issue of 1,000,000 Options to AiDriven	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5D	Approval for issue of 1,000,000 Options to AiDriven	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 6A	Approval for issue of 2,500,000 Shares to Sherry Chen	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 6B	Approval for issue of 2.5m Performance Rights to Sherry Chen	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 6C	Approval for issue of 1,000,000 Options to Sherry Chen	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 6D	Approval for issue of 1,000,000 Options to Sherry Chen	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 6E	Approval for issue of 1,000,000 Options to Sherry Chen	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 6F	Approval for issue of 1,000,000 Options to Sherry Chen	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 6G	Approval for issue of 5,000,000 Options to Sherry Chen	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 6H	Approval for issue of 5,000,000 Options to Sherry Chen	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 7F	Approval for issue of 1,456,711 Shares to Mr John Dougall	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 8	Approval of 7.1A Mandate	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 9	Re-election of Director – Mr Stratos Karousos	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Please note: If you mark the abstain box for a particular Resolution, you are directing your proxy not to vote on that Resolution on a poll and your votes will not be counted in computing the required majority on a poll.

If two proxies are being appointed, the proportion of voting rights this proxy represents is: _____ %

Signature of Shareholder(s):

Individual or Shareholder 1

Sole Director/Company Secretary

Shareholder 2

Director

Shareholder 3

Director/Company Secretary

Date: _____

Contact name: _____

Contact ph (daytime): _____

E-mail address: _____

Consent for contact by e-mail in relation to this Proxy Form:

YES ☐ NO ☐

Instructions for completing Proxy Form

1. **Appointing a proxy**

A Shareholder entitled to attend and cast a vote at the Meeting is entitled to appoint a proxy to attend and vote on their behalf at the Meeting. If a Shareholder is entitled to cast 2 or more votes at the Meeting, the Shareholder may appoint a second proxy to attend and vote on their behalf at the Meeting. However, where both proxies attend the Meeting, voting may only be exercised on a poll. The appointment of a second proxy must be done on a separate copy of the Proxy Form. A Shareholder who appoints 2 proxies may specify the proportion or number of votes each proxy is appointed to exercise. If a Shareholder appoints 2 proxies and the appointments do not specify the proportion or number of the Shareholder's votes each proxy is appointed to exercise, each proxy may exercise one-half of the votes. Any fractions of votes resulting from the application of these principles will be disregarded. A duly appointed proxy need not be a Shareholder.

2. **Direction to vote**

A Shareholder may direct a proxy how to vote by marking one of the boxes opposite each item of business. The direction may specify the proportion or number of votes that the proxy may exercise by writing the percentage or number of Shares next to the box marked for the relevant item of business. Where a box is not marked the proxy may vote as they choose subject to the relevant laws. Where more than one box is marked on an item the vote will be invalid on that item.

3. **Compliance with Listing Rule 14.11**

In accordance to Listing Rule 14.11, if you hold Shares on behalf of another person(s) or entity/entities or you are a trustee, nominee, custodian or other fiduciary holder of the Shares, you are required to ensure that the person(s) or entity/entities for which you hold the Shares are not excluded from voting on resolutions where there is a voting exclusion. Listing Rule 14.11 requires you to receive written confirmation from the person or entity providing the voting instruction to you and you must vote in accordance with the instruction provided.

By lodging your proxy votes, you confirm to the Company that you are in compliance with Listing Rule 14.11.

4. **Signing instructions:**

- **Individual:** Where the holding is in one name, the Shareholder must sign.
- **Joint holding:** Where the holding is in more than one name, all of the Shareholders should sign.
- **Power of attorney:** If you have not already provided the power of attorney with the registry, please attach a certified photocopy of the power of attorney to this Proxy Form when you return it.
- **Companies:** Where the company has a sole director who is also the sole company secretary, that person must sign. Where the company (pursuant to section 204A of the Corporations Act) does not have a company secretary, a sole director can also sign alone. Otherwise, a director jointly with either another director or a company secretary must sign. Please sign in the appropriate place to indicate the office held. In addition, if a representative of a company is appointed pursuant to section 250D of the Corporations Act to attend the Meeting, the documentation evidencing such appointment should be produced prior to admission to the Meeting. A form of a certificate evidencing the appointment may be obtained from the Company.

5. **Attending the Meeting**

Completion of a Proxy Form will not prevent individual Shareholders from attending the Meeting in person if they wish. Where a Shareholder completes and lodges a valid Proxy Form and attends the Meeting in person, then the proxy's authority to speak and vote for that Shareholder is suspended while the Shareholder is present at the Meeting.

6. **Lodgement of Proxy Form**

To vote by proxy, please complete and sign the enclosed Proxy Form and return by:

- post to SportsHero Limited, 36 Prestwick Drive, Twin Waters, Qld 4564;
- in person to SportsHero Limited, 36 Prestwick Drive, Twin Waters, Qld 4564; or
- email to the Company at mike.higginson@inet.net.au;

so that it is received not less than 48 hours prior to commencement of the Meeting.

Proxy Forms received later than this time will be invalid.