



SPORSTHERO LIMITED

ABN 98 123 423 987

NOTICE OF ANNUAL GENERAL MEETING

**For the Annual General Meeting of the Company to be held at
10:00 am (AEST) on Monday 27 November 2017 at
29 Brookside Place
Lota, Queensland, Australia 4179**

This Notice of Annual General Meeting should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their accountant, solicitor or other professional adviser prior to voting.

***Should you wish to discuss any matter please do not hesitate to contact the Company
Secretary by telephone on +61 42 999 5000***

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that an annual general meeting of Shareholders of SportsHero Limited (**Company**) will be held at 29 Brookside Place, Lota, Queensland, Australia 4179 on Monday, 27 November 2017 at 10:00 am (AEST) (**Meeting**).

The Explanatory Memorandum to this Notice provides additional information on matters to be considered at the Meeting. The Explanatory Memorandum and the Proxy Form form part of this Notice.

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 as Shareholders on 25 November 2017 at 5.00 pm (AEST).

Terms and abbreviations used in this Notice and Explanatory Memorandum are defined in Schedule 1 of the Explanatory Memorandum.

AGENDA

1. Annual Report

To table and consider the Annual Report of the Company and its controlled entities for the year ended 30 June 2017, which includes the Financial Report, the Directors' Report and the Auditor's Report.

2. Resolution 1 – Adoption of Remuneration Report

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

"That, the Remuneration Report be adopted by the Shareholders on the terms and conditions in the Explanatory Memorandum."

Voting Exclusion

In accordance with section 250R of the Corporations Act, a vote on this Resolution must not be cast by, or on behalf of, a member of the Key Management Personnel whose remuneration details are included in the remuneration report, or a Closely Related Party of such member. However, a vote may be cast by such person if:

- (a) the person is acting as proxy and the Proxy Form specifies how the proxy is to vote, and the vote is not cast on behalf of a person who is otherwise excluded from voting on this Resolution as described above; or
- (b) the person is the Chair voting an undirected proxy which expressly authorises the Chair to vote the proxy on a resolution connected 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, Mr Michael Higginson, being a Director of the Company who retires in accordance with clause 11.3 of the Constitution and, being eligible for re-election, is re-elected as a Director of the Company."

4. Resolution 3 – Re-election of Director – Mr Tom Lapping

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

"That, Mr Tom Lapping, being a Director of the Company who retires in accordance with clause 11.12 of the Constitution and, being eligible for re-election, is re-elected as a Director of the Company."

5. Resolution 4 – Approval of 10% Placement Facility

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

"That, pursuant to and in accordance with Listing Rule 7.1A and for all other purposes, Shareholders approve the issue of Equity Securities up to 10% of the issued capital of the Company (at the time of the issue) calculated in accordance with the formula prescribed in Listing Rule 7.1A.2 and on the terms and conditions in the Explanatory Memorandum."

Voting Exclusion

The Company will disregard any votes cast on this Resolution by a person who may participate in the 10% Placement Facility and a person who might obtain a benefit, except a benefit solely in the capacity of a holder of Shares, if this Resolution is passed and any associates of such a persons.

However, the Company will not disregard a vote if:

- (a) it is cast by the person as proxy for a person who is entitled to vote, in accordance with directions on the Proxy Form; or
- (b) it is cast by the Chairman as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

The Board recommends that shareholders vote in favour of Resolution 4.

6. Resolution 5 – Ratification of issue of 1,000,000 Shares and 4,000,000 Performance Rights on 27 April 2017

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

"That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, the Company ratifies the issue of 1,000,000 Shares and 4,000,000 Performance Rights on 27 April 2017 and otherwise on the terms and conditions set out in the Explanatory Statement."

Voting Exclusion

The Company will disregard any votes cast on this Resolution by any person who participated in the issue and any associates of those persons. However, the Company need not disregard a vote if cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form or is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

7. Resolution 6 – Ratification of issue of 500,000 Shares and 4,000,000 Performance Rights on 27 April 2017

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

"That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, the Company ratifies the issue of 1,000,000 Shares and 4,000,000 Performance Rights on 27 April 2017 and otherwise on the terms and conditions set out in the Explanatory Statement."

Voting Exclusion

The Company will disregard any votes cast on this Resolution by any person who participated in the issue and any associates of those persons. However, the Company need not disregard a vote if cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form or is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

Dated 24 October 2017

BY ORDER OF THE BOARD

Michael Higginson

Company Secretary

SPORTSHERO LIMITED

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EXPLANATORY MEMORANDUM

1. Introduction

This Explanatory Memorandum has been prepared for the information of Shareholders of the Company in connection with the business to be conducted at the Meeting to be held at 29 Brookside Place, Lota, Queensland, Australia 4179 on Monday, 27 November 2017 at 10:00 am (AEST).

This Explanatory Memorandum should be read in conjunction with and forms part of the accompanying Notice. The purpose of this Explanatory Memorandum is to provide information to Shareholders in deciding whether or not to pass the Resolutions in the Notice.

A Proxy Form accompanies this Notice.

2. Action to be taken by Shareholders

Shareholders should read the Notice and this Explanatory Memorandum carefully before deciding how to vote on the Resolutions.

2.1 Proxies

A Proxy Form accompanies this Notice. This is to be used by Shareholders if they wish to appoint a representative (a 'proxy') to vote in their place. All Shareholders are invited and encouraged to attend the Meeting or, if they are unable to attend in person, sign and return the Proxy Form to the Company in accordance with the instructions thereon and set out in 2.3 below. Lodgment of a Proxy Form will not preclude a Shareholder from attending and voting at the Meeting in person.

Please note that:

- (a) a member of the Company entitled to attend and vote at the Meeting is entitled to appoint a proxy;
- (b) a proxy need not be a member of the Company; and
- (c) a member of the Company entitled to cast two or more votes may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise, but where the proportion or number is not specified, each proxy may exercise half of the votes.

The enclosed Proxy Form provides further details on appointing proxies and lodging Proxy Forms.

2.2 Voting Prohibition by Proxy Holders

In accordance with section 250R of the Corporations Act, a vote on Resolution 1 must not be cast (in any capacity) by, or on behalf of:

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

However, a person described above may cast a vote on Resolution 1 as proxy if the vote is not cast on behalf of a person described in subparagraphs (a) or (b) above and either:

- (a) the person does so as a proxy appointed by writing that specifies how the proxy is to vote on Resolution 1; or
- (b) the person is the Chair and the appointment of the Chair as proxy:
 - (i) does not specify the way the proxy is to vote on Resolution 1; and
 - (ii) expressly authorises the Chair to exercise the proxy even if Resolution 1 is connected directly or indirectly with the remuneration of the Key Management Personnel.

2.3 Lodging your Proxy Form

A Proxy Form accompanies this Notice. To be valid, your Proxy Form must be received by the Company by one of the means outlined below by no later than 5:00 pm (AEST) on 25 November 2017 (**Proxy Deadline**):

- (a) by mail to SportsHero Limited, 29 Brookside Place, Lota, Queensland, Australia 4179
- (b) in person to 29 Brookside Place, Lota, Queensland, Australia 4179
- (c) by facsimile to +61 7 3901 0751

Proxy Forms received after the Proxy Deadline will be invalid.

3. Annual Report

There is no requirement for Shareholders to approve the Annual Report.

Shareholders will be offered the following opportunities:

- (a) discuss the Annual Report which is available online at www.sportshero.mobi/;
- (b) ask questions or make comment on the management of the Company;
- (c) ask the auditor questions about the conduct of the audit and the preparation and content of the Auditor's Report.

In addition to taking questions at the Meeting, written questions to the Chair about the management of the Company, or to the Company's auditor about:

- (a) the preparation and the content of the Auditor's Report;
- (b) the conduct of the audit;
- (c) accounting policies by the Company in relation to the preparation of the financial statements; and
- (d) the independence of the auditor in relation to the conduct of the audit,

may be submitted no later than 5 Business Days before the Meeting to the Company Secretary at the Company's registered office.

4. Resolution 1 – Adoption of Remuneration Report

Section 250R(2) of the Corporations Act provides that the Company is required to put the Remuneration Report to the vote of Shareholders. The Directors' Report contains the Remuneration Report which sets out the remuneration policy for the Company and reports the remuneration arrangements in place for the executive Directors, specified executives and non-executive Directors.

Section 250R(3) of the Corporations Act provides that Resolution 1 is advisory only and does not bind the Directors of the Company of itself, a failure of Shareholders to pass Resolution 1 will not require the Directors to alter any of the arrangements in the Remuneration Report.

However, the Corporations Act has been amended by the *Corporations Amendment (Improving Accountability on Director and Executive Remuneration) Act 2011* (**Director and Executive Remuneration Act**) which received the Royal Assent on 27 June 2011 and came into effect on 1 July 2011.

The Director and Executive Remuneration Act introduced sections 250U and 250Y, amongst others, into the Corporations Act, giving Shareholders the opportunity to remove the Board if the Remuneration Report receives a 'no' vote of 25% or more at two consecutive annual general meetings (**Two Strikes Rule**).

Under the Two Strikes Rule, where a resolution on the Remuneration Report receives a 'no' vote of 25% or more at two consecutive annual general meetings, the Company will be required to put to Shareholders at the second annual general meeting a resolution on whether another meeting should be held (within 90 days) at which all Directors (other than the managing director) who were in office at the date of approval of the applicable Directors' Report must stand for re-election (**Spill Resolution**).

At the Company's previous annual general meeting the votes cast against the remuneration report considered at that annual general meeting did not exceed 25%. Accordingly, a Spill Resolution is not relevant for this Meeting.

In summary, if the Remuneration Report receives a 'no' vote of 25% or more at this Meeting, Shareholders should be aware that if there is a 'no' vote of 25% or more at the next annual general meeting the consequences are that it may result in the re-election of the Board.

The Chair will allow a reasonable opportunity for Shareholders as a whole to ask about, or make comments on the Remuneration Report.

The Chair intends to exercise all undirected proxies in favour of Resolution 1. If the Chair of the Meeting is appointed as your proxy and you have not specified the way the Chair is to vote on Resolution 1, by signing and returning the Proxy Form, the Shareholder is considered to have provided the Chair with an express authorisation for the Chair to vote the proxy in accordance with the Chair's intention.

5. Resolution 2 – Re-election of Director – Mr Michael Higginson

Clause 11.3 of the Constitution of the Company provides that at each annual general meeting one third of the Directors, or if their number is not a multiple of three, then the number nearest to but not more than one third of the Directors must retire from office. A retiring Director is eligible for re-election.

Pursuant to Resolution 2, Mr Michael Higginson retires in accordance with the Constitution and being eligible for re-election, offers himself for re-election.

Details of the qualifications and experience of Mr Higginson are set out in the Financial Report.

6. Resolution 3 – Re-election of Director – Mr Tom Lapping

Mr Tom Lapping was appointed as a Director of the Company on 10 April 2017 in accordance with Article 11.11 of the Constitution.

Article 11.11 of the Constitution 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.

Article 11.12 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 Article 11.12 of the Constitution, Mr Lapping retires from office and, being eligible for re-election, submits himself for re-election as a Director of the Company.

Details of the qualifications and experience of Mr Lapping are as follows:

Mr Lapping is highly experienced across the securities and media sectors. Since 2016, he has played an integral role within SportsHero and was a key member of the team during the transition of the SportsHero business from a Singaporean unlisted entity to an ASX listed public company in February 2017.

Tom is a successful entrepreneur who has accumulated extensive experience leading both established and early stage ventures in the Asia-Pacific region. Tom has keen understanding of consumer behaviour and was recognised as a 40under40 business entrepreneur award winner in Western Australia in 2003.

7. Resolution 4 – Approval of 10% Placement Facility

7.1 General

Listing Rule 7.1A enables eligible entities to issue Equity Securities up to 10% of its issued share capital through placements over a 12 month period after the annual general meeting (**10% Placement Facility**). The 10% Placement Facility is in addition to the Company's 15% placement capacity under Listing Rule 7.1.

An eligible entity for the purposes of Listing Rule 7.1A is an entity that is not included in the S&P/ASX 300 Index and has a market capitalisation of \$300 million or less. The Company is an eligible entity because it is not included in the S&P/ASX 300 and its market cap as at 24 October 2017 was \$16.3m.

The Company is now seeking Shareholder approval by way of a special resolution to have the ability to issue Equity Securities under the 10% Placement Facility.

The exact number of Equity Securities to be issued under the 10% Placement Facility will be determined in accordance with the formula prescribed in Listing Rule 7.1A.2 (refer to Section 7.2(c) below).

The Company is looking to build a very large and hyper-engaging community of sports fans around its gamification platform with the soon to be released Project 1 Billion monetisation model. The Company may use funds raised from the issue of Equity Securities under the 10% Placement Facility to provide further working capital and/or for the possible acquisition of strategic assets.

7.2 Description of Listing Rule 7.1A

(a) Shareholder approval

The ability to issue Equity Securities under the 10% Placement Facility is subject to Shareholder approval by way of a special resolution at an annual general meeting.

(b) Equity Securities

Any Equity Securities issued under the 10% Placement Facility must be in the same class as an existing quoted class of Equity Securities of the Company.

The Company, as at the date of the Notice, has on issue three classes of Equity Securities, namely Shares, options to acquire Shares and performance rights that can be converted into Shares.

(c) Formula for calculating 10% Placement Facility

Listing Rule 7.1A.2 provides that eligible entities which have obtained shareholder approval at an annual general meeting may issue or agree to issue, during the 12 month period after the date of the annual general meeting, a number of Equity Securities calculated in accordance with the following formula:

$$(A \times D) - E$$

A is the number of fully paid shares on issue 12 months before the date of issue or agreement:

- (A) plus the number of fully paid shares issued in the 12 months under an exception in Listing Rule 7.2;
- (B) plus the number of partly paid shares that became fully paid in the 12 months;
- (C) plus the number of fully paid shares issued in the 12 months with approval of holders of shares under Listing Rule 7.1 and 7.4. This does not include an issue of fully paid shares under the entity's 15% placement capacity without shareholder approval;

(D) less the number of fully paid shares cancelled in the 12 months.

Note that A has the same meaning in Listing Rule 7.1 when calculating an entity's 15% placement capacity.

D is 10%

E is the number of Equity Securities issued or agreed to be issued under Listing Rule 7.1A.2 in the 12 months before the date of the issue or agreement to issue that are not issued with the approval of shareholders under Listing Rule 7.1 or 7.4.

(d) Listing Rule 7.1 and Listing Rule 7.1A

The ability of an entity to issue Equity Securities under Listing Rule 7.1A is in addition to the entity's 15% placement capacity under Listing Rule 7.1.

At the date of this Notice, the Company has on issue 222,841,657 Shares and therefore has a capacity to issue:

- (i) 33,426,248 Equity Securities under Listing Rule 7.1; and
- (ii) subject to Shareholder approval being obtained under Resolution 3, 22,284,165 Equity Securities under Listing Rule 7.1A.

The actual number of Equity Securities that the Company will have capacity to issue under Listing Rule 7.1A will be calculated at the date of issue of the Equity Securities in accordance with the formula prescribed in Listing Rule 7.1A.2 (refer to Section 7.2(c) above).

(e) Minimum Issue Price

The issue price of Equity Securities issued under Listing Rule 7.1A must be not less than 75% of the VWAP of Equity Securities in the same class calculated over the 15 Trading Days on which trades in that class of security were recorded immediately before:

- (i) the date on which the price at which the Equity Securities are to be issued is agreed; or
- (ii) if the Equity Securities are not issued within 5 Trading Days of the date in paragraph (i) above, the date on which the Equity Securities are issued.

(f) 10% Placement Period

Shareholder approval of the 10% Placement Facility under Listing Rule 7.1A is valid from the date of the annual general meeting at which the approval is obtained and expires on the earlier to occur of:

- (i) the date that is 12 months after the date of the annual general meeting at which the approval is obtained; or
- (ii) the date of the approval by Shareholders of a transaction under Listing Rules 11.1.2 (a significant change to the nature or scale of activities) or 11.2 (disposal of main undertaking) (**10% Placement Period**).

7.3 Listing Rule 7.1A

The effect of Resolution 4 will be to allow the Directors to issue the Equity Securities under Listing Rule 7.1A during the 10% Placement Period without using the Company's 15% placement capacity under Listing Rule 7.1.

Resolution 4 is a special resolution and therefore requires approval of 75% of the votes cast by Shareholders present and eligible to vote (in person, by proxy, by attorney or, in the case of a corporate Shareholder, by a corporate representative).

7.4 Specific information required by Listing Rule 7.3A

Pursuant to and in accordance with Listing Rule 7.3A, information is provided in relation to the approval of the 10% Placement Facility as follows:

- (a) The Equity Securities will be issued at an issue price of not less than 75% of the VWAP for the Company's Equity Securities over the 15 Trading Days on which trades in that class of security were recorded immediately before:
 - (i) the date on which the price at which the Equity Securities are to be issued is agreed; or
 - (ii) if the Equity Securities are not issued within 5 Trading Days of the date in paragraph (i) above, the date on which the Equity Securities are issued.
- (b) If Resolution 4 is approved by Shareholders and the Company issues Equity Securities under the 10% Placement Facility, the existing Shareholders' voting power in the Company will be diluted as shown in the below table. There is a risk that:
 - (i) the market price for the Company's Equity Securities may be significantly lower on the date of the issue of the Equity Securities than on the date of the Meeting; and
 - (ii) the Equity Securities may be issued at a price that is at a discount to the market price for the Company's Equity Securities on the issue date or the Equity Securities are issued as part of consideration for the acquisition of a new asset,

which may have an effect on the amount of funds raised by the issue of the Equity Securities.

The below table shows the dilution of existing Shareholders on the basis of the current market price of Shares and the current number of ordinary securities for variable "A" calculated in accordance with the formula in Listing Rule 7.1A(2) as at the date of this Notice.

The table also shows:

(iii) two examples where variable "A" has increased, by 50% and 100%. Variable "A" is based on the number of ordinary securities the Company has on issue. The number of ordinary securities on issue may increase as a result of issues of ordinary securities that do not require Shareholder approval (for example, a pro rata entitlements issue or scrip issued under a takeover offer) or future specific placements under Listing Rule 7.1 that are approved at a future Shareholders' meeting; and

(ii) two examples of where the issue price of ordinary securities has decreased by 50% and increased by 100% as against the current market price.

Variable 'A' in Listing Rule 7.1A.2		Dilution		
		\$0.0375 50% decrease in Issue Price	\$0.075 Issue Price	\$0.15 100% increase in Issue Price
222,841,657 Current Variable A	10% Voting Dilution	22,284,165 Shares	22,284,165 Shares	22,284,165 Shares
	Funds raised	\$835,656	\$1,671,312	\$3,342,624
334,262,485 50% increase in current Variable A	10% Voting Dilution	33,426,248 Shares	33,426,248 Shares	33,426,248 Shares
	Funds raised	\$1,253,483	\$2,506,968	\$5,013,937
445,683,314 100% increase in current Variable A	10% Voting Dilution	44,568,331 Shares	44,568,331 Shares	44,568,331 Shares
	Funds raised	\$1,671,318	\$3,342,636	\$6,685,272

The table has been prepared on the following assumptions:

- (iv) The Company issues the maximum number of Equity Securities available under the 10% Placement Facility.
 - (ii) No options are exercised and no performance rights are converted into Shares before the date of the issue of the Equity Securities;
 - (iii) 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%.
 - (iv) The table does not show an example of dilution that may be caused to a particular Shareholder by reason of placements under the 10% Placement Facility, based on that Shareholder's holding at the date of the Meeting.
 - (v) The table shows only the effect of issues of Equity Securities under Listing Rule 7.1A, not under the 15% placement capacity under Listing Rule 7.1.
 - (vi) The issue of Equity Securities under the 10% Placement Facility consists only of Shares.
 - (vii) The issue price is \$0.075, being the closing price of the Shares on ASX on 19 October 2017.
- (g) The Company will only issue and allot the Equity Securities during the 10% Placement Period. The approval under Resolution 4 for the issue of the Equity Securities will cease to be valid in the event that Shareholders approve a transaction under Listing Rule 11.1.2 (a significant change to the nature or scale of activities) or Listing Rule 11.2 (disposal of main undertaking).
- (h) The Company may seek to issue the Equity Securities for the following purposes:
- (i) non-cash consideration for the acquisition of strategic assets. In such circumstances the Company will provide a valuation of the non-cash consideration as required by Listing Rule 7.1A.3; or
 - (ii) cash consideration. In such circumstances, the Company may use the funds raised towards expanding the Company's gamification platform, to provide further working capital and/or for the possible acquisition of strategic assets.

The Company will comply with the disclosure obligations under Listing Rules 7.1A(4) and 3.10.5A upon issue of any Equity Securities.

The Company's allocation policy is dependent on the prevailing market conditions at the time of any proposed issue pursuant to the 10% Placement Facility. The identity of the allottees of Equity Securities will be determined on a case-by-case basis having regard to the factors including but not limited to the following:

- (v) the methods of raising funds that are available to the Company, including but not limited to, rights issue or other issue in which existing security holders can participate;
- (ii) the effect of the issue of the Equity Securities on the control of the Company;
- (iii) the financial situation and solvency of the Company; and
- (iv) advice from corporate, financial and broking advisers (if applicable).

The allottees under the 10% Placement Facility have not been determined as at the date of this Notice but may include existing substantial Shareholders and/or new Shareholders who are not related parties or associates of a related party of the Company.

Further, if the Company does acquire new strategic assets, it is likely that the allottees under the 10% Placement Facility will be the vendors of the new assets.

- (i) The Company previously obtained Shareholder approval for the 10% Placement Facility under Listing Rule 7.1A at the 2015 Annual General Meeting on 30 November 2015. At the 2016 Annual General Meeting on 30 November 2016, Shareholder approval for the 10% Placement Facility under Listing Rule 7.1A was not sought because on that same date Shareholders approved a transaction under Listing Rule 11.1.2 (a significant change to the nature or scale of activities) and Listing Rule 11.2 (disposal of main undertaking).

During the 12 months preceding the date of the 2016 Annual General Meeting, a total of 183,015,000 Shares, 72,000,000 options and 8,000,000 Performance Rights have been issued by the Company. The 183,015,000 Shares represent a 459% increase over the total number of Shares on issue as at 30 November 2016.

Details of the 183,015,000 Shares, 72,000,000 options and 8,000,000 Performance Rights issued in the 12 month period preceding the date of the meeting are set out in Schedule 4.

- (j) A voting exclusion statement is included in the Notice. At the date of the Notice, the Company has not approached any particular existing Shareholder or security holder or an identifiable class of existing security holder to participate in the issue of the Equity Securities. No existing Shareholder's votes will therefore be excluded under the voting exclusion in the Notice.

8. Resolution 5 – Ratification of issue of 1,000,000 Shares and 4,000,000 Performance Rights on 27 April 2017

Background

On 27 April 2017, the Company issued 1,000,000 Shares and 4,000,000 Performance Rights to the nominee of Mr Ian Chappell in relation to the engagement of Mr Chappell as the Company's Cricket Ambassador. The 1,000,000 Shares have been quoted by ASX, but are held in voluntary escrow until 27 April 2018. The terms and conditions of the 4,000,000 Performance Rights are set out in Schedule 2.

Resolution 5 seeks Shareholder ratification for the issue of the 1,000,000 Shares and 4,000,000 Performance Rights on 27 April 2017.

ASX Listing Rules

Subject to certain exceptions, ASX Listing Rule 7.1 restricts a company from issuing or agreeing to issue equity securities in any 12 month period which amount to more than 15% of the company's ordinary securities on issue at the commencement of that period without shareholder approval.

The exception to this rule contained in ASX Listing Rule 7.4 provides an issue made within the 15% limit will be treated as having been made with the approval of shareholders under ASX Listing Rule 7.1 if subsequently approved by shareholders, thereby 'refreshing' the company's ability to issue equity securities within the 15% limit, and restoring the company's ability to make placements within that limit (if that is thought desirable) without the need for shareholder approval.

While the Shares and Performance Rights described in this Resolution 5 have been issued within the 15% limit required by ASX Listing Rule 7.1, the Company seeks Shareholder ratification of the issuing of the Shares and Performance Rights for the purpose of ASX Listing Rule 7.4 so that the Company's ability to issue securities will be 'refreshed' and it will have flexibility to issue further securities should the need or opportunity arise.

Information Required by ASX Listing Rule 7.5

Pursuant to and in accordance with the requirements of ASX Listing Rule 7.5, the following information is provided to Shareholders to allow them to assess the ratification of the issue of the Shares and Performance Rights the subject of this Resolution 5:

- (a) the number of Shares issued was 1,000,000 and the number of Performance Rights issued was 4,000,000;
- (b) the 1,000,000 Shares and 4,000,000 Performance Rights were issued to the nominee of Mr Ian Chappell in consideration for the engagement of Mr Ian Chappell as the Company's Cricket Ambassador;
- (c) the Shares rank pari passu with the Company's existing Shares and the terms and conditions of the 4,000,000 Performance Rights are set out in Schedule 2. The Performance Rights constitute a new class of security;
- (d) no related party of the Company participated in the issue of the Shares or the Performance Rights; and
- (e) no cash consideration was received from the issue of the Shares or the Performance Rights.

9. Resolution 6 – Ratification of issue of 500,000 Shares and 4,000,000 Performance Rights on 27 April 2017

Background

On 27 April 2017, the Company issued 500,000 Shares and 4,000,000 Performance Rights to Mr Dharpan Randhawa in relation to the engagement of Mr Randhawa as the Company's Commercial Strategy Advisor. The 500,000 Shares have been quoted by ASX, but are held in voluntary escrow until 27 April 2018. The terms and conditions of the 4,000,000 Performance Rights are set out in Schedule 3.

Resolution 6 seeks Shareholder ratification for the issue of the 500,000 Shares and 4,000,000 Performance Rights on 27 April 2017.

ASX Listing Rules

For information in relation to Listing Rules 7.1 and 7.4, please refer to Section 8 of this Explanatory Memorandum.

While the Shares and Performance Rights described in this Resolution 6 have been issued within the 15% limit required by ASX Listing Rule 7.1, the Company seeks Shareholder ratification of the issuing of the Shares and Performance Rights for the purpose of ASX Listing Rule 7.4 so that the Company's ability to issue securities will be 'refreshed' and it will have flexibility to issue further securities should the need or opportunity arise.

Information Required by ASX Listing Rule 7.5

Pursuant to and in accordance with the requirements of ASX Listing Rule 7.5, the following information is provided to Shareholders to allow them to assess the ratification of the issue of the Shares and Performance Rights the subject of this Resolution 6:

- (a) the number of Shares issued was 500,000 and the number of Performance Rights issued was 4,000,000;
- (b) the 500,000 Shares and 4,000,000 Performance Rights were issued to Mr Dharpan Randhawa in consideration for the engagement of Mr Dharpan Randhawa as the Company's Commercial Strategy Advisor;
- (c) the Shares rank pari passu with the Company's existing Shares and the terms and conditions of the 4,000,000 Performance Rights are set out in Schedule 3. The Performance Rights constitute a new class of security;
- (d) no related party of the Company participated in the issue of the Shares or the Performance Rights; and
- (e) no cash consideration was received from the issue of the Shares or the Performance Rights.

Schedule 1 - Definitions

In this Notice and the Explanatory Memorandum:

AEST means Australia Eastern Standard Time, being the time in Brisbane, Queensland, Australia.

Annual Report means the Directors' Report, the Financial Report and the Auditor's Report in respect to the financial year ended 30 June 2017.

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

Auditor's Report means the auditor's report on the Financial Report.

Board means the board of Directors.

Business Day means Monday to Friday inclusive, except New Year's Day, Good Friday, Easter Monday, Christmas Day, Boxing Day, and any other day that ASX declares is not a business day.

Chair means the person appointed to chair the Meeting convened by this Notice.

Closely Related Party means:

- (i) a spouse or child of the member; or
- (ii) has the meaning given in section 9 of the Corporations Act.

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

Constitution means the constitution of the Company as at the commencement of the Meeting.

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

Director means a director of the Company.

Directors' Report means the annual directors' report prepared under chapter 2M of the Corporations Act for the Company and its controlled entities.

Equity Securities has the same meaning as in the Listing Rules.

Explanatory Memorandum means the explanatory memorandum attached to the Notice.

Financial Report means the annual financial report prepared under Chapter 2M of the Corporations Act of the Company and its controlled entities.

Key Management Personnel means persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly, including any Director (whether executive or otherwise) of the Company.

Listing Rules means the listing rules of ASX.

Meeting has the meaning in the introductory paragraph of the Notice.

Notice means this notice of meeting.

Performance Right means a performance right issued on the terms and conditions set out in Schedule 2 or Schedule 3, as applicable

Proxy Form means the proxy form attached to the Notice.

Remuneration Report means the remuneration report of the Company contained in the Directors' Report.

Resolution means a resolution contained in the Notice.

Schedule means a schedule to this Notice.

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

Shareholder means a shareholder of the Company.

Trading Day means a day determined by ASX to be a trading day in accordance with the Listing Rules.

VWAP means the volume weighted average price.

In this Notice and the Explanatory Memorandum words importing the singular include the plural and vice versa.

Schedule 2 – Performance Rights (Ian Chappell)

The Performance Rights granted by SportsHero to the nominee of Mr Ian Chappell (**Holder**) were granted on the terms and conditions set out below and as detailed in Annexure 1 (collectively the **Terms**):

(a) Classes of Performance Rights

The following classes of Performance Rights were granted by the Company on and subject to these Terms:

- (i) Class A Performance Rights;
- (ii) Class B Performance Rights;
- (iii) Class C Performance Rights; and
- (iv) Class D Performance Rights.

(b) Vesting

- (i) Upon vesting a Performance Right will convert into one (1) Share.
- (ii) Subject to the Terms, a Performance Right automatically vests in the Holder upon satisfaction of:
 - a) the Performance Hurdle for that class of Performance Rights as outlined in Annexure 1 (**Performance Hurdle**) being achieved or otherwise satisfied; and
 - b) if the Performance Rights (or the Shares to be issued on vesting of the same) are classified by the ASX as a "restricted security" subject to ASX imposed escrow restrictions, the expiry of those escrow restrictions.
- (iii) If a Performance Hurdle for a class of Performance Rights is not achieved, that class of Performance Rights will not vest, subject to these Terms.
- (iv) The Company's determination as to whether a Performance Hurdle has been achieved is final.
- (v) Satisfaction or achievement of the Performance Hurdle is to be determined in relation to each class of Performance Rights, subject to these Terms.

(c) Expiry and forfeiture

Each Performance Right that has not vested will automatically:

- (i) lapse and terminate at midnight on the last day by which the Performance Hurdle for that class of Performance Rights must be achieved; and
- (ii) lapse and be forfeited upon termination of the services agreements between the Company, the Holder and Mr Ian Chappell dated 17 March 2017 and/or Mr Ian Chappell no longer being engaged as SportsHero's Cricket Ambassador.

(d) Transfer and encumbrances

- (i) A Performance Right is not transferrable.
- (ii) The Holder must not grant or permit any security interest or other encumbrances over a Performance Right.

(e) Quotation of Performance Rights

The Company will not apply to the ASX for official quotation of any class of Performance Right.

(f) Quotation of Shares

Upon vesting, the Company will apply to the ASX for official quotation of the Shares.

(g) New issues

The Holder is not entitled to participate in any new issue of securities made by the Company to Shareholders unless the Holder's Performance Rights (or any of them) have vested and Shares have been issued to the Holder before the record date for determining entitlements to the new issue of securities.

(h) Participation in entitlements and bonus issues

A Performance Right does not entitle a Holder (in their capacity as a holder of a Performance Right) to participate in new issues of capital offered to Shareholders, such as a bonus issue or an entitlement issue.

(i) Reorganisation

- (i) If there is a reorganisation (including consolidation, sub-division, reduction or return) of the Share capital of the Company, then the rights of the Holder in relation to each class of Performance Rights held by the Holder will be changed to the extent necessary to comply with the ASX Listing Rules applying to a reorganisation of capital at the time of the reorganisation.
- (ii) Any calculations or adjustments which are required to be made in relation to paragraph (i) above will be made by the Board and will, in the absence of manifest error, be final and conclusive and binding on the Company and the Holder.
- (iii) The Company must, within a reasonable period of a reorganisation in relation to paragraph (i) above occurring, give to the Holder notice of any change to the number of Shares which the Holder will be entitled to receive pursuant to any Performance Rights then held by the Holder.

(j) Issue of Entitlement

- (i) Within 10 days of the satisfaction a Performance Hurdle, the Company will issue to the Holder that number of Shares as set in Annexure 1 or that number of Shares as has been advised pursuant to paragraph (i), (ii) and (iii) above.
- (ii) Subject to the Constitution, all Shares issued in relation to an entitlement pursuant to a class of Performance Rights will rank in all respects (including rights relating to dividends) equally with the Shares as at the date of issue.

(k) No Other Rights

A 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.

(l) Amendments required by ASX

The Terms may be amended as necessary by the Board in order to comply with the ASX Listing Rules (if applicable), or any directions of ASX (if applicable) regarding the Terms, provided that, subject to compliance with the ASX Listing Rules, the economic and other rights of the Holder are not diminished or terminated following such amendment.

(m) Governing law

The Terms and the rights and obligations of the Holder are governed by the laws of Western Australia. The Holder irrevocably and unconditionally submits to the non-exclusive jurisdiction of the courts of Western Australia in this respect.

Annexure 1

Class	Performance Hurdle	Entitlement
Class A Performance Right	Mr Chappell still being engaged as SportsHero's Cricket Ambassador as at twelve (12) months from 1 April 2017 (Commencement Date) and SportsHero achieving five hundred thousand (500,000) monthly active cricket users on or before twelve (12) months from the Commencement Date	1,000,000 Class A Performance Rights
Class B Performance Right	Mr Chappell still being engaged as SportsHero's Cricket Ambassador as at (24) months from the Commencement Date and SportsHero achieving one million five hundred thousand (1,500,000) monthly active cricket users on or before twenty four (24) months from the Commencement Date	1,000,000 Class B Performance Rights
Class C Performance Right	Mr Chappell still being engaged as SportsHero's Cricket Ambassador as at thirty six (36) months from the Commencement Date and SportsHero achieving three million (3,000,000) monthly active cricket users on or before thirty six (36) months from the Commencement Date	1,000,000 Class C Performance Rights
Class D Performance Right	Mr Chappell still being engaged as SportsHero's Cricket Ambassador as at 1 April 2020	1,000,000 Class D Performance Rights

Schedule 3 – Performance Rights (Dharpan Randhawa)

The Performance Rights granted by SportsHero to Mr Dharpan Randhawa (**Holder**) were granted on the terms and conditions set out below and as detailed in Annexure 2 (collectively the **Terms**):

(a) Classes of Performance Rights

The following classes of Performance Rights were granted by the Company on and subject to these Terms:

- (i) Class A Performance Rights; and
- (ii) Class B Performance Rights;

(b) Vesting

- (i) Upon vesting a Performance Right will convert into one (1) Share.
- (ii) Subject to the Terms, a Performance Right automatically vests in the Holder upon satisfaction of:
 - a) the Performance Hurdle for that class of Performance Rights as outlined in Annexure 2 (**Performance Hurdle**) being achieved or otherwise satisfied; and
 - b) if the Performance Rights (or the Shares to be issued on vesting of the same) are classified by the ASX as a "restricted security" subject to ASX imposed escrow restrictions, the expiry of those escrow restrictions.
- (iii) If a Performance Hurdle for a class of Performance Rights is not achieved, that class of Performance Rights will not vest, subject to these Terms.
- (iv) The Company's determination as to whether a Performance Hurdle has been achieved is final.
- (v) Satisfaction or achievement of the Performance Hurdle is to be determined in relation to each class of Performance Rights, subject to these Terms.

(c) Expiry and forfeiture

Each Performance Right that has not vested will automatically:

- (i) lapse and terminate at midnight on the last day by which the Performance Hurdle for that class of Performance Rights must be achieved; and
- (ii) lapse and be forfeited upon termination of the services agreements between the Company, the Holder and Mr Ian Chappell dated 17 March 2017 and/or Mr Ian Chappell no longer being engaged as SportsHero's Cricket Ambassador.

(d) Transfer and encumbrances

- (i) A Performance Right is not transferrable.
- (ii) The Holder must not grant or permit any security interest or other encumbrances over a Performance Right.

(e) Quotation of Performance Rights

The Company will not apply to the ASX for official quotation of any class of Performance Right.

(f) Quotation of Shares

Upon vesting, the Company will apply to the ASX for official quotation of the Shares.

(g) New issues

The Holder is not entitled to participate in any new issue of securities made by the Company to Shareholders unless the Holder's Performance Rights (or any of them) have vested and Shares have been issued to the Holder before the record date for determining entitlements to the new issue of securities.

(h) Participation in entitlements and bonus issues

A Performance Right does not entitle a Holder (in their capacity as a holder of a Performance Right) to participate in new issues of capital offered to Shareholders, such as a bonus issue or an entitlement issue.

(i) **Reorganisation**

- (i) If there is a reorganisation (including consolidation, sub-division, reduction or return) of the Share capital of the Company, then the rights of the Holder in relation to each class of Performance Rights held by the Holder will be changed to the extent necessary to comply with the ASX Listing Rules applying to a reorganisation of capital at the time of the reorganisation.
- (ii) Any calculations or adjustments which are required to be made in relation to paragraph (i) above will be made by the Board and will, in the absence of manifest error, be final and conclusive and binding on the Company and the Holder.
- (iii) The Company must, within a reasonable period of a reorganisation in relation to paragraph (i) above occurring, give to the Holder notice of any change to the number of Shares which the Holder will be entitled to receive pursuant to any Performance Rights then held by the Holder.

(j) **Issue of Entitlement**

- (i) Within 10 days of the satisfaction a Performance Hurdle, the Company will issue to the Holder that number of Shares as set in Annexure 2 or that number of Shares as has been advised pursuant to paragraph (i), (ii) and (iii) above.
- (ii) Subject to the Constitution, all Shares issued in relation to an entitlement pursuant to a class of Performance Rights will rank in all respects (including rights relating to dividends) equally with the Shares as at the date of issue.

(k) **No Other Rights**

A 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.

(l) **Amendments required by ASX**

The Terms may be amended as necessary by the Board in order to comply with the ASX Listing Rules (if applicable), or any directions of ASX (if applicable) regarding the Terms, provided that, subject to compliance with the ASX Listing Rules, the economic and other rights of the Holder are not diminished or terminated following such amendment.

(m) **Governing law**

The Terms and the rights and obligations of the Holder are governed by the laws of Western Australia. The Holder irrevocably and unconditionally submits to the non-exclusive jurisdiction of the courts of Western Australia in this respect.

Annexure 2

Voluntary Escrow: All Shares issued following the conversion of Performance Rights will be held in voluntary escrow for a period of 12 months from their date of issue.

Class	Performance Hurdle	Entitlement
Class A Performance Right	The introduction by Mr Randhawa of a Tier One Partnership/Sponsorship ¹ transaction during the period ending 26 March 2019 (Term) and following the introduction the Company entering into an acceptable agreement with the introduced party.	500,000 Class A Performance Rights
Class B Performance Right	The introduction by Mr Randhawa of a Tier Two Partnership/Sponsorship ² transaction during the Term and following the introduction the Company entering into an acceptable agreement with the introduced party.	200,000 Class B Performance Rights

¹ **Tier One Partnership/Sponsorship** means a partnership and/or sponsorship transaction with a multi-national corporation or entity that delivers to SportsHero international marketing and sponsorship benefits to a value of not less than US\$50,000 and to a direct unique community base of not less than 500,000.

² **Tier Two Partnership/Sponsorship** means a partnership and/or sponsorship transaction with a regional corporation or entity whereby SportsHero secures marketing and sponsorship benefits to either a value of not less than US\$25,000 and to a direct unique community base of not less than 250,000.

For the avoidance of doubt the maximum number of Shares that can be issued to Mr Randhawa pursuant to the conversion of Performance Rights will not exceed 4,000,000 Shares.

Schedule 4 – Resolution 4

Details of the 183,015,000 Shares, 72,000,000 options and 8,000,000 Performance Rights issued in the 12 month period preceding the date of the 2016 Annual General Meeting are set out in the following 8 tables:

Date of issue	7 February 2017
Number issued	64,040,000
Class/type of equity security	Shares
Summary of terms	Fully paid ordinary shares
Name of persons who received securities or basis on which those persons were determined	The Shares were issued pursuant to the Public Offer contained within the Company's re-compliance prospectus dated 21 November 2016 and as approved by Shareholders on 30 November 2016.
Price	\$0.05 per Share.
Discount to market price (if any)	Not applicable
For cash issues	
Total cash consideration received	\$3.2m
Amount of cash consideration spent	\$1.9m
Use of cash consideration	As per the Company's prospectus dated 21 November 2016 and Annual Report for the year ended 30 June 2017.
Intended use for remaining amount of cash (if any)	As above
For non-cash issues	
Non-cash consideration paid	Not applicable
Current value of that non-cash consideration	Not applicable

Date of issue	7 February 2017
Number issued	36,000,000 Shares and 72,000,000 options
Class/type of equity security	Shares and options
Summary of terms	Fully paid ordinary shares and options each exercisable at \$0.05 and expiring 31 August 2019
Name of persons who received securities or basis on which those persons were determined	The Shares and Options were issued pursuant to the SportsHero Offer contained within the Company's re-compliance prospectus dated 21 November 2016 and as approved by Shareholders on 30 November 2016.
Price	\$0.05 per Share.
Discount to market price (if any)	Not applicable
For cash issues	
Total cash consideration received	Not applicable
Amount of cash consideration spent	Not applicable

Use of cash consideration	Not applicable
Intended use for remaining amount of cash (if any)	Not applicable
<i>For non-cash issues</i>	
Non-cash consideration paid	\$1,800,000
Current value of that non-cash consideration	\$5,992,560

Date of issue	7 February 2017
Number issued	60,000,000
Class/type of equity security	Shares
Summary of terms	Fully paid ordinary shares
Name of persons who received securities or basis on which those persons were determined	The Shares were issued pursuant to the SportsHero Offer contained within the Company's re-compliance prospectus dated 21 November 2016 and as approved by Shareholders on 30 November 2016.
Price	\$0.05 per Share.
Discount to market price (if any)	Not applicable
<i>For cash issues</i>	
Total cash consideration received	Not applicable
Amount of cash consideration spent	Not applicable
Use of cash consideration	Not applicable
Intended use for remaining amount of cash (if any)	Not applicable
<i>For non-cash issues</i>	
Non-cash consideration paid	\$3,000,000
Current value of that non-cash consideration	\$4,500,000

Date of issue	7 February 2017
Number issued	12,500,000
Class/type of equity security	Shares
Summary of terms	Fully paid ordinary shares
Name of persons who received securities or basis on which those persons were determined	The Shares were issued pursuant to the Sunshore Offer contained within the Company's re-compliance prospectus dated 21 November 2016 and as approved by Shareholders on 30 November 2016.
Price	\$0.05 per Share.
Discount to market price (if any)	Not applicable

For cash issues	
Total cash consideration received	Not applicable
Amount of cash consideration spent	Not applicable
Use of cash consideration	Not applicable
Intended use for remaining amount of cash (if any)	Not applicable
For non-cash issues	
Non-cash consideration paid	\$625,000
Current value of that non-cash consideration	\$937,500

Date of issue	7 February 2017
Number issued	8,475,000
Class/type of equity security	Shares
Summary of terms	Fully paid ordinary shares
Name of persons who received securities or basis on which those persons were determined	The Shares were issued pursuant to the conversion of 8,475,000 convertible notes (issued on 22 July 2016) and as approved by Shareholders on 30 November 2016.
Price	\$0.02 per Share.
Discount to market price (if any)	\$0.03 per Share
For cash issues	
Total cash consideration received	\$169,500
Amount of cash consideration spent	\$169,500
Use of cash consideration	Seed capital provided for SportsHero reverse takeover and ASX re-listing
Intended use for remaining amount of cash (if any)	Not applicable
For non-cash issues	
Non-cash consideration paid	Not applicable
Current value of that non-cash consideration	Not applicable

Date of issue	27 April 2017
Number issued	1,000,000 Shares and 4,000,000 Performance Rights
Class/type of equity security	Shares and performance Rights
Summary of terms	Fully paid ordinary shares and Performance Rights (refer Resolution 5)
Name of persons who received securities or basis on which those	The Shares and Performance Rights were issued to Ian Chappell's nominee in consideration for Mr Chappell being appointed as the Company's Cricket Ambassador (refer Resolution 5).

persons were determined	
Price	\$0.04 per Share.
Discount to market price (if any)	\$0.00 per Share
<i>For cash issues</i>	
Total cash consideration received	Not applicable
Amount of cash consideration spent	Not applicable
Use of cash consideration	Not applicable
Intended use for remaining amount of cash (if any)	Not applicable
<i>For non-cash issues</i>	
Non-cash consideration paid	\$40,000
Current value of that non-cash consideration	\$210,000

Date of issue	27 April 2017
Number issued	500,000 Shares and 4,000,000 Performance Rights
Class/type of equity security	Shares and performance Rights
Summary of terms	Fully paid ordinary shares and Performance Rights (refer Resolution 6)
Name of persons who received securities or basis on which those persons were determined	The Shares and Performance Rights were issued to Dharpan Randhawa in consideration for Mr Randhawa being appointed as the Company's Commercial Strategy Advisor (refer Resolution 6).
Price	\$0.04 per Share.
Discount to market price (if any)	\$0.00 per Share
<i>For cash issues</i>	
Total cash consideration received	Not applicable
Amount of cash consideration spent	Not applicable
Use of cash consideration	Not applicable
Intended use for remaining amount of cash (if any)	Not applicable
<i>For non-cash issues</i>	
Non-cash consideration paid	\$40,000
Current value of that non-cash consideration	\$172,500

Date of issue	9 June 2017
Number issued	500,000 Shares
Class/type of equity security	Shares
Summary of terms	Fully paid ordinary shares
Name of persons who received securities or basis on which those persons were determined	The Shares were issued to Dharpan Randhawa following the conversion of 500,000 Performance Rights (refer Resolution 6).
Price	\$0.04 per Share.
Discount to market price (if any)	\$0.00 per Share
<i>For cash issues</i>	
Total cash consideration received	Not applicable
Amount of cash consideration spent	Not applicable
Use of cash consideration	Not applicable
Intended use for remaining amount of cash (if any)	Not applicable
<i>For non-cash issues</i>	
Non-cash consideration paid	\$40,000
Current value of that non-cash consideration	\$37,500

PROXY FORM

SPORTSHERO LIMITED

ACN 123 423 987

ANNUAL GENERAL MEETING

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 10:00 am AEST, on Monday, 27 November 2017 at 29 Brookside Place, Lota, Queensland, Australia, 4179 and at any adjournment thereof.

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/her voting intention on any Resolution. In the event this occurs, an ASX announcement will be made immediately disclosing the reasons for the change.

Important – If the Chair of the Meeting is your proxy or is appointed your proxy by default

The Chair of the Meeting intends to vote all available proxies in favour of Resolutions 1 to 6 (inclusive). If the Chair of the Meeting is your proxy or is appointed your proxy by default, unless you indicate otherwise by ticking either the 'for', 'against' or 'abstain' box in relation to Resolutions 1 to 6 (inclusive), you will be authorising the Chair to vote in accordance with the Chair's voting intentions on Resolutions 1 to 6 (inclusive) even if the Chair has an interest in the outcome of the Resolution.

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 – Michael Higginson	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Re-election of Director – Tom Lapping	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4	10% Placement facility	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5	Ratification of issue of 1,000,000 Shares & 4,000,000 Performance Rights – Ian Chappell	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 6	Ratification of issue of 500,000 Shares & 4,000,000 Performance Rights – Dharpan Randhawa	<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 show of hands or 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. **(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.
4. **(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.
5. **(Return of Proxy Form):** To vote by proxy, please complete and sign the enclosed Proxy Form and return by:
 - post to SportsHero Limited, 29 Brookside Place, Lota, Queensland, Australia 4179; or
 - in person to 29 Brookside Place, Lota, Queensland, Australia 4179; or
 - facsimile to the Company on facsimile number +61 7 3901 0751; or
 - email to the Company at mike.higginson@iinet.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.