

PRE-QUOTATION DISCLOSURE

The following information is required to be provided to ASX Limited ("ASX") for release to the market in connection with the official quotation, on a deferred settlement basis, of the fully paid ordinary shares ("Shares") in TopBetta Holdings Limited ACN 164 521 395 ("TopBetta").

Capitalised terms which have not been otherwise defined in this document have the meaning given to them in the replacement prospectus lodged by TopBetta with the Australian Securities and Investments Commission on 25 November 2015 ("Prospectus").

1. BASIS OF ALLOCATION AND PROCEDURES FOR DETERMINING ALLOCATION

The initial public offering of up to 30,000,000 Shares at an issue price of A\$0.20 per Share to raise A\$6,000,000 by TopBetta ("Offer") closed on 7 December 2015.

TopBetta, in consultation with the Lead Manager, determined the allocation of Shares between the Institutional Offer, the Broker Firm Offer and the Chairman's List Offer and the basis of allocation for each component of the Offer was determined as follows:

- Retail Offer -
 - Broker Firm Offer - For Broker Firm Offer participants, applicable Brokers decided how they allocated Shares among their retail clients; and
 - Chairman's List Offer - The allocation under the Chairman's List Offer was determined by TopBetta in consultation with the Lead Manager.
- Institutional Offer - The allocation of Shares under the Institutional Offer was determined by TopBetta in consultation with the Lead Manager.

The Lead Manager has advised successful applicants under the Institutional Offer of their allocations.

Applicants can confirm their allocations of Shares, or make general enquiries regarding the Offer, by contacting the TopBetta Offer Information Line on 1300 781 334 (within Australia) or +61 3 9415 4679 (outside Australia) from 8:30 am to 5:00 pm (AEDT), Monday to Friday.

2. ISSUED SHARE CAPITAL

As at the commencement of deferred settlement trading, TopBetta will have a total of 96,364,546 Shares on issue, issued under each component of the Offer as follows:

- Retail Offer -
 - Broker Firm Offer - 6,695,000 Shares
 - Chairman's List Offer - 1,305,000 Shares
- Institutional Offer - 22,000,000 Shares

3. INTENDED DESPATCH DATE

The intended date for issuing Shares to Applicants under the Offer is 11 December 2015.

The intended date for despatch of CHESS allotment notices and issuer sponsored holding statements and refund of any money is 14 December 2014.

4. DISTRIBUTION SCHEDULE

The distribution schedule of the numbers of holdings of Shares is set out in **Annexure A**.

5. STATEMENT OF 20 LARGEST SHAREHOLDERS

The statement setting out the names of the 20 largest holders of Shares, including the number and percentage of Shares held by those shareholders, is set out in **Annexure B**.

6. ESCROW

A statement setting out the number of securities subject to ASX restrictions and the restriction period applied to those securities is set out in **Annexure C**.

A statement setting out the number of securities subject to voluntary escrow and the escrow period applied to those securities is set out in **Annexure D**.

ANNEXURE A

DISTRIBUTION SCHEDULE

See annexed Distribution Schedule

11/12/2015

*** Range Of Units Summary
TOPBETTA HOLDINGS LTD/TBH

* TOTAL *

129
232
361
68524396
27840150
96364546

1 1001
to 5000

5001 10001
to 100000

10000 100000
(MAX)

9 34
101 104
110 138

86 25
111

88850 1422410
1005717 3085000
1094567 4507410

67013136
23749254
90762390

361
96364546

ORDINARY SHARES

Holders
Issuer
Chess
Total

Units
Issuer
Chess
Total

TOTAL HOLDERS FOR CLASSES SELECTED

TOTAL UNITS

ANNEXURE B
STATEMENT OF 20 LARGEST SHAREHOLDERS
See annexed Statement of 20 Largest Shareholders

*** TOP 20 HOLDERS ***
TOPBETTA HOLDINGS LTD/TBH

11/12/2015

ORDINARY SHARES NAME AND ADDRESS	UNITS	% I/C	RANK
RBW NOMINEES PTY LTD <RBW DISCRETIONARY A/C>	11,495,033	11.93	1
NATIONAL NOMINEES LIMITED	5,500,000	5.71	2
J P MORGAN NOMINEES AUSTRALIA LIMITED	4,750,000	4.93	3
LITTLE BRETON NOMINEES PTY LTD <LITTLE BRETON SUPER FUND>	4,303,372	4.47	4
TODD CAMERON BUCKINGHAM	2,977,258	3.09	5
LOBSTER BEACH PTY LTD	2,595,322	2.69	6
CRAIG MICHAEL PEARCE	2,566,205	2.66	7
WIZER PTY LTD	2,513,636	2.61	8
BAINPRO NOMINEES PTY LIMITED	2,500,000	2.59	9
UBS NOMINEES PTY LTD	2,500,000	2.59	10
NICOLE ANN BANNERMAN <P B FAMILY A/C>	2,393,188	2.48	11
OLIVER SHANAHAN	2,139,842	2.22	12
JO-ANNE BUCKINGHAM <BUCKINGHAM FAMILY A/C>	1,873,604	1.94	13
TOPBETTA FB INVESTOR NOMINEES PTY LTD <UBS NOMINEES PTY LTD A/C>	1,730,205	1.80	14
JODAHBI PTY LIMITED <WILGAFLO INVESTMENTS PTY LTD>	1,657,605	1.72	15
WILLIAM PATRICK BUTLER	1,509,692	1.57	16
MICHAEL GUY PEARCE	1,461,519	1.52	17
SIMON BURRIDGE MANOR FARM HOUSE DRIFFIELD CIRENCISTER	1,325,406	1.38	18
PERSHING AUSTRALIA NOMINEES PTY LTD <NO 3 A/C>	1,269,254	1.32	19
PECOT MELLE INVESTMENTS PTY LTD <PARK ST A/C>	1,246,375	1.29	20
*** REPORT TOTAL ***	58,307,516	60.51	
*** REMAINDER ***	38,057,030	39.49	
*** GRAND TOTAL ***	96,364,546	100.00	

TOTAL CURRENT HOLDERS MEETING CRITERIA FOR THIS REPORT: 361

ANNEXURE C
ASX RESTRICTED SECURITIES

Shareholder	Number of Restricted Securities	Restriction Period
Matthew Lucas Cain & Catherine Holly Cain atf Indigo Investments Super Fund	295,000 Shares	24 months commencing on the date on which quotation of TopBetta's Shares commence
Brenda Buckingham	243,375 Shares	24 months commencing on the date on which quotation of TopBetta's Shares commence
Jo-Anne Buckingham atf Buckingham Family Trust	1,304,549 Shares	24 months commencing on the date on which quotation of TopBetta's Shares commence
Todd Buckingham	2,888,758 Shares	24 months commencing on the date on which quotation of TopBetta's Shares commence
	16,666,667 options over 16,666,667 Shares	24 months commencing on the date on which quotation of TopBetta's Shares commence
RBW Nominees Pty Ltd atf RBW Discretionary Trust	8,556,560 Shares	24 months commencing on the date on which quotation of TopBetta's Shares commence
Bethany Kate Swinson	146,438 Shares	24 months commencing on the date on which quotation of TopBetta's Shares commence
Jane Morgan	129,771 Shares	24 months commencing on the date on which quotation of TopBetta's Shares commence
Nicholas Chan	2,000,000 options over 2,000,000 Shares	24 months commencing on the date on which quotation of TopBetta's Shares commence
Matthew Cain	1,500,000 options over 1,500,000 Shares	24 months commencing on the date on which quotation of TopBetta's Shares commence
Simon Dulhunty	1,500,000 options over 1,500,000 Shares	24 months commencing on the date on which quotation of TopBetta's Shares commence

Foster Stockbroking Pty Ltd	5,000,000 options over 5,000,000 Shares	24 months commencing on the date on which quotation of TopBeta's Shares commence
Airlie Maclachlan atf Twiga Discretionary Trust	34,598 Shares	12 months commencing from the date of issue of the Restricted Securities (30 September 2015)
Anthony Alexander Anderson and Cassandra Anderson as trustees for AAA Superannuation Fund	69,219 Shares	12 months commencing from the date of issue of the Restricted Securities (30 June 2015)
	10,372 Shares	12 months commencing from the date of issue of the Restricted Securities (30 September 2015)
Andrew Sneddon	86,506 Shares	12 months commencing from the date of issue of the Restricted Securities (30 September 2015)
Artie Damaa	69,219 Shares	12 months commencing from the date of issue of the Restricted Securities (30 June 2015)
Beausoleil Investments Pty Ltd	38,350 Shares	12 months commencing from the date of issue of the Restricted Securities (22 February 2015)
	34,610 Shares	12 months commencing from the date of issue of the Restricted Securities (30 September 2015)
Chris Deere	59,922 Shares	12 months commencing from the date of issue of the Restricted Securities (22 February 2015)
	129,057 Shares	12 months commencing from the date of issue of the Restricted Securities (30 September 2015)

Chris Zanapalis	354,000 Shares	12 months commencing from the date of issue of the Restricted Securities (22 February 2015)
Erin Morgan	59,992 Shares	12 months commencing from the date of issue of the Restricted Securities (22 February 2015)
Fleming Hall Nominees Pty Ltd atf Fleming Hall Superannuation Fund	51,472 Shares	12 months commencing from the date of issue of the Restricted Securities (30 September 2015)
Jodahbi Pty Ltd	441,025 Shares	12 months commencing from the date of issue of the Restricted Securities (22 February 2015)
	154,792 Shares	12 months commencing from the date of issue of the Restricted Securities (19 August 2015)
Kevin D'Souza	69,219 Shares	12 months commencing from the date of issue of the Restricted Securities (30 June 2015)
Lawi Group Pty Ltd atf Might & Power Trust	173,024 Shares	12 months commencing from the date of issue of the Restricted Securities (30 September 2015)
Lobster Beach Pty Ltd	346,047 Shares	12 months commencing from the date of issue of the Restricted Securities (16 September 2015)
	692,082 Shares	12 months commencing from the date of issue of the Restricted Securities (21 August 2015)
Matthew Joseph Kaleel	86,518 Shares	12 months commencing from the date of issue of the Restricted Securities (10 July 2015)

Oliver Shanahan	172,575 Shares	12 months commencing from the date of issue of the Restricted Securities (22 February 2015)
Paul Jeronimo	47,938 Shares	12 months commencing from the date of issue of the Restricted Securities (22 February 2015)
	17,311 Shares	12 months commencing from the date of issue of the Restricted Securities (30 September 2015)
Pecot Melle Investments Pty Ltd atf AOJ Investment Trust	12,272 Shares	12 months commencing from the date of issue of the Restricted Securities (30 September 2015)
Pecot Melle Investments Pty Ltd atf the Park Street Trust	1,246,375 Shares	12 months commencing from the date of issue of the Restricted Securities (22 February 2015)
Shanez Pty Ltd atf Shanerin Superannuation Fund	116,201 Shares	12 months commencing from the date of issue of the Restricted Securities (22 February 2015)
Spenceley Management Pty Ltd atf Spenceley Family Trust	215,719 Shares	12 months commencing from the date of issue of the Restricted Securities (22 February 2015)
	259,541 Shares	12 months commencing from the date of issue of the Restricted Securities (30 September 2015)
Surflodge Pty Ltd atf JE Lynch Staff Super Fund	346,047 Shares	12 months commencing from the date of issue of the Restricted Securities (15 May 2015)
	51,861 Shares	12 months commencing from the date of issue of the Restricted Securities (30 September 2015)

TopBetta FB Investor Nominees Pty Ltd	1,868,602 Shares	12 months commencing from the date of issue of the Restricted Securities (30 September 2015)
	380,645 Shares	12 months commencing from the date of issue of the Restricted Securities (17 September 2015)
Terry Zanapalis	153,400 Shares	12 months commencing from the date of issue of the Restricted Securities (22 February 2015)
Troy Allen	138,414 Shares	12 months commencing from the date of issue of the Restricted Securities (10 July 2015)
William Graham	173,027 Shares	12 months commencing from the date of issue of the Restricted Securities (15 May 2015)
Kimbry Pty Ltd atf The Bassano No. 1 Business Trust	78,612 Shares	12 months commencing from the date of issue of the Restricted Securities (27 August 2015)
Kimbry Pty Ltd atf The Donazzan Superannuation Fund	94,400 Shares	12 months commencing from the date of issue of the Restricted Securities (27 August 2015)

ANNEXURE D
VOLUNTARILY RESTRICTED SECURITIES

Shareholder	Number of Restricted Securities	Restriction Period
William Butler	1,307,971 Shares	24 months commencing on the date on which quotation of TopBetta's Shares commence
Craig Pearce	2,566,205 Shares	24 months commencing on the date on which quotation of TopBetta's Shares commence
Faith Stace	157,884 Shares	24 months commencing on the date on which quotation of TopBetta's Shares commence
Gregory Upton	414,092 Shares	24 months commencing on the date on which quotation of TopBetta's Shares commence
Jake Henson	295,000 Shares	24 months commencing on the date on which quotation of TopBetta's Shares commence
Jason Kinnear	708,000 Shares	24 months commencing on the date on which quotation of TopBetta's Shares commence
Michael Costa	157,884 Shares	24 months commencing on the date on which quotation of TopBetta's Shares commence
Michael Pearce	1,461,519 Shares	24 months commencing on the date on which quotation of TopBetta's Shares commence
Neil Richardson	105,315 Shares	24 months commencing on the date on which quotation of TopBetta's Shares commence
Oliver Shanahan	2,139,842 Shares	24 months commencing on the date on which quotation of TopBetta's Shares commence
Todd Buckingham	2,888,758 Shares	24 months commencing on the date on which quotation of TopBetta's Shares commence

Matthew Cain and Catherine Cain as joint and several trustees of the Indigo Investments Super Fund	295,000 Shares	24 months commencing on the date on which quotation of TopBetta's Shares commence
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