

National Stock Exchange of Australia Limited
1 Bligh Street
Sydney NSW 2000

BetTube Corporation Ltd – Pre Quotation Disclosure

BetTube Corporation Ltd (“BetTube” or “the Company”) provides the following pre-quotation disclosure as requested for the admission of the Company to the Official List of NSX and the quotation of its ORD Shares.

Provisions in the Constitution related to wagering laws

1. The Company’s wholly owned subsidiary, IRPSX Pty Ltd ACN 087 708 898, is engaged in racing and sports bookmaking business in Australia, licensed by the Northern Territory Racing Commission.
2. In accordance with conditions of the NT Sports Bookmaker licence and other wagering laws from other states and territory in Australia, the Company has inserted additional provisions on compliance with the wagering laws in its Constitution which complies with NSX Listing Rules.
3. The addition provisions are:

1. **Definitions**

In this Constitution, unless the context otherwise requires:

[.....]

Wagering Authority means any authority (including any government, governmental, semi-governmental administrative or judicial entity, whether federal, state, local authority or otherwise) which issues or grants any Licence or approval, or admits persons to any roll or list, necessary or appropriate for the lawful operation of gambling, wagering, sports betting, gaming and related businesses now or at any time in the future engaged in by the Company or its subsidiaries;

Wagering Law means the laws, regulations, instruments and declarations in relation to gambling, wagering, sports betting, gaming and relevant activities made by a Wagering Authority in any jurisdiction in which the Company or any of its subsidiaries operates from time to time or has lodged an application to operate which has not been withdrawn; and

Wagering Licence means a licence or other regulatory approval (including without limitation admission to a roll or list) necessary or appropriate for the lawful operation of gambling, wagering, sports betting, gaming and related

businesses now or in the future engaged in by the Company or any subsidiary in any jurisdiction issued or given by a Wagering Authority.

2. Corporations Act 2001 (Cth), Listing Rules, and Wagering Laws definitions

In this Constitution, unless the context otherwise requires, an expression defined in, or given a meaning for the purposes of, the Act, the Listing Rules or the Wagering Laws, has the same definition or meaning in this Constitution to the extent it relates to the same matter for which it is defined or given a meaning in the Act, the Listing Rules or the Wagering Laws.

125. Eligibility for election or appointment as a Director

(a) Except in the case of a Director retiring from the Board under this Constitution or a person recommended for appointment by the Board, a person is only eligible to be elected as a Director by Resolution of the Company in general meeting, where the Company receives at its Office at least 30 business days before the relevant general meeting both:

(i) a nomination of the person by a Member (including a self-nomination by that Member); and

(ii) a consent to that nomination signed by the person nominated for election as a Director.

(b) Notwithstanding anything in this Constitution and subject to the Act, the Listing Rules and the Wagering Laws, the eligibility of a person for election or appointment as a Director may be subject to approval of a Wagering Authority and such person cannot be appointed, elected, occupy, act, directly or indirectly exert or be permitted to exert influence as if elected or appointed until and unless approval has been obtained.

(c) A person may be conditional appointed or elected as a Director subject to the approval of a Wagering Authority. If such approval is not obtained, the conditional appointment or election will lapse.

143. Powers of Directors

(a) Subject to the Act and to any provision of this Constitution, the Directors will manage, or cause the management of, the business of the Company and may exercise, or cause to be exercised, all powers of the Company that are not, by the Act or by this Constitution, required to be exercised by the Company in general meeting.

(b) Notwithstanding anything in this Constitution and subject to the Act, the Listing Rules and the Wagering Laws, the Directors have the power to do all that is necessary, appropriate and reasonable in order to protect and preserve the value of the gambling, wagering, sports betting, gaming and related businesses now or at any time in the future engaged in by the Company or its subsidiaries, and in particular, in respect of which a Licence has been obtained, held or maintained or proposed to be obtained, held or maintained, which includes ensuring that certain persons do not become or do not remain a Member, or do not remain eligible to be or become a Member, if acquiring or holding, or

continue to hold, the Share, security or other interest would mean the Company or any subsidiary would contravene or continue to contravene a Wagering Law or any requirement imposed by a Wagering Authority, or a Licence would be revoked, suspended, not granted or made subject to a condition or conditions that would have, or would, in the opinion of the Directors, be likely to have, a material adverse effect on the operations of the Company or any subsidiary or on the prospects of the Company or any of its subsidiaries to acquire, maintain, apply or operate under a Licence on terms and conditions satisfactory to the Company, and such power, to be exercised at the Directors' discretion, includes:

- (i) seeking approval of the Wagering Authority;
 - (ii) ensuring the person or Member does not acquire or hold, or continue to hold, the Share, security or other interest;
 - (iii) right to request information from the person or the Member which in the reasonable opinion of the Company is necessary to determine the eligibility of the person or Member to hold or continue to hold any share, security or interest in the Company having regard to the Wagering Laws, the conditions attached to any Licence and to verify the information by statutory declaration or such other evidence as the Company reasonably requests;
 - (iv) right to dispose all or any of the Share, security or other interest by selling on or off market, private treaty, auction, or buy back in accordance with the Act;
 - (v) application of the proceeds of sale or buy back;
 - (vi) suspension of dividend or voting rights;
 - (vii) doing all that is necessary including appointment of persons, agents, attorneys, delegates, draft regulations, procedures, processes and mechanisms;
- (c) In exercising the powers under clause 143, the Directors is entitled to have sole regard to the interests of the Company and its Subsidiaries and may disregard any loss or disadvantage that may be suffered by individual Members affected by the exercise of those powers.
- (d) Members acknowledge that they have no claim, entitlement or right of action against the Company, any subsidiary or any of their respective officers for any loss or disadvantage incurred by them as a result, whether directly or indirectly, of the Company, or any of its officers on behalf of the Company, exercising the powers under this Constitution.

Date: 10 May 2022



Weng Nian Siow
Company Secretary