

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

BetTube Corporation Ltd – Pre Quotation Disclosure – Swap Offer

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.

BetTube Pty Limited Offer to “A” Class Shareholders to Swap “A” Class Shares for Ordinary Shares

Background

1. The Company issued “A” Class Shares in an earlier capital raising which are convertible to ORD Shares. The Company will no longer issue any “A” Class Shares in the future. The existing “A” Class Shares will not be listed and quoted on the NSX.
2. Only the Company’s ORD Shares will be listed and quoted on the NSX.
3. The Company has issued a total of 51,660,869 “A” Class Shares to date.
4. The rights attached to “A” Class Shares are contained in the Constitution Sch 3.
5. BetTube Pty Limited (“Founder”), the majority shareholder, has 119,745,001 ORD Shares which are subject to restriction agreements.
6. BetTube Pty Limited is controlled by the Chair and CEO, Anthony Waller.
7. The Company, BetTube Pty Limited and Anthony Waller as controller have entered into a Restriction Agreement in relation to 68,084,132 Ord Shares where the shares are placed in escrow for 24 months from the date of quotation.
8. The Company, BetTube Pty Limited and Anthony Waller as controller have entered into a Qualified Agreement in relation to 51,660,869 Ord Shares where the shares are placed in qualified restriction for 24 months from the date of quotation.

The Offer

9. The Founder is offering to share swap its 51,660,869 Ord Shares in the Company for the 51,660,869 “A” Class Shares (“Offer”) subject to the following terms and conditions:
 - (a) The Offer will be open to all holders of “A” Class Shares and is voluntary.
There is no obligation on holders of “A” Class Shares to participate in the share swap.

- (b) The Offer will commence the day on which Ordinary Shares in the Company are listed for quotation on the NSXA and will remain open for 90 days after that.
- (c) The ratio of swap will be following basis:

Swap Ratio	
"A" Class Share	Ordinary Share
1.0	1.0

The Impact on holders of "A" Class Shares

10. The main benefit of the share swap for "A" Class Shares will be that holders of "A" Class Shares will have the opportunity to swap their non-tradable shares for ORD Shares which they will be able to publicly trade on the NSX.
11. All rights associated with the "A" Class Shares will be transferred to the Founder.
12. The former holders of "A" Class Shares will have transferred a non-publicly tradable security for a publicly tradable security and will enjoy the freedom associated with a liquid asset.
13. Any ORD Shares acquired by former holders of "A" Class Shares will be free of any restrictions.
14. Once swapped, the new recipients of ORD Shares will enjoy the same voting rights as they used to as holders of "A" Class Shares with the obvious exception of voting rights on matters specific to "A" Class Shares.

The Impact on holders of ORD Shares

15. The impact of the share swap on holders of ORD Shares will be that there will be more ORD Shares in the market, creating greater potential liquidity in the Company's ORD shares.

The Impact on the Founder

16. If the Offer is taken up by all holders of "A" Class Shares, the Founder will hold 100% of the "A" Class Shares on issue.
17. Any "A" Class Shares acquired by the Founder will be subject to the same qualified restrictions as the Founder's remaining ORD Shares.

Date: 24 May 2022



Weng Nian Siow
Company Secretary