



Notice of Extraordinary General Meeting and Explanatory Memorandum

BlueBet Holdings Ltd
ACN 647 124 641

Date: Monday 31 March 2025

Time: 11am (AEDT)

Place: Online at <https://meetings.lumiconnect.com/300-396-756-028>

NOTICE OF EXTRAORDINARY GENERAL MEETING

Notice is given that an Extraordinary General Meeting of BlueBet Holdings Ltd (ACN 647 124 641) (**BlueBet** or the **Company**) will be held online at <https://meetings.lumiconnect.com/300-396-756-028> on Monday 31 March 2025 at 11am (AEDT)

BUSINESS OF THE MEETING

Shareholders are invited to attend and consider the following items of business at the Extraordinary General Meeting:

Resolution 1	Change of Company Name (Special Resolution)
Resolution	To consider, and if thought fit, to pass the following resolution as a special resolution : <i>"That, in accordance with sections 157 and 136(2) of the Corporations Act and for all other purposes, the name of the Company be changed to 'betr Entertainment Limited, and all references to the Company's name in the Constitution be replaced with references to 'betr Entertainment Limited', with effect from the date that ASIC alters the details of the Company's registration."</i>
Voting Exclusion	No voting exclusions or prohibitions apply to this resolution.

Resolution 2	Ratification of prior issue of Placement Shares – Listing Rule 7.4
Resolution	To consider, and if thought fit, to pass the following resolution as an ordinary resolution : <i>"That, for the purposes of Listing Rule 7.4 and for all other purposes, Shareholders approve and ratify the issue of 44,117,659 Placement Shares on 12 February 2025 to sophisticated and professional investors, as summarised in the Explanatory Memorandum."</i>
Voting Exclusion	The Company will disregard any votes cast in favour of the resolution by or on behalf of (i) any person who participated in the Placement, and (ii) any Associate of those persons. However, this does not apply to a vote cast in favour of the resolution by: (a) a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with directions given to the proxy or attorney to vote on the resolution in that way; or (b) the Chairman of the meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the Chairman to vote on the resolution as the Chairman decides; or (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided (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.
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Resolution 3	Approval of issue of Completion Shares – Listing Rule 7.1
Resolution	<p>To consider, and if thought fit, to pass the following resolution as an ordinary resolution:</p> <p><i>“That, for the purposes of Listing Rule 7.1 and for all other purposes, Shareholders approve the future issue of 8,823,529 Completion Shares to TopSport Nominee, as summarised in the Explanatory Memorandum.”</i></p>
Voting Exclusion	<p>The Company will disregard any votes cast in favour of the resolution by or on behalf of (i) any person who receives the Completion Shares, and (ii) any Associate of those persons.</p> <p>However, this does not apply to a vote cast in favour of the resolution by:</p> <ul style="list-style-type: none"> (a) a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with directions given to the proxy or attorney to vote on the resolution in that way; or (b) the Chairman of the meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the Chairman to vote on the resolution as the Chairman decides; or (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided (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.

Dated 28 February 2025

By order of the Board of BlueBet Holdings Limited



Darren Holley
CFO & Company Secretary

Important Notices

QUESTIONS FROM SHAREHOLDERS

In order to provide an equal opportunity for all Shareholders to ask questions of the Board, we ask you to submit in writing any questions to the Company. Please send your questions to:

The Company Secretary, **BlueBet Holdings Ltd**, at BoardRoom Pty Limited, Level 8, 210 George Street, Sydney NSW 2000

E. company.secretary@boardroomlimited.com.au

Written questions must be received by no later than **5.00pm (AEDT) on Monday 24 March 2025**.

Your questions should relate to matters that are relevant to the business of the Extraordinary General Meeting, as outlined in this Notice of Meeting and Explanatory Memorandum.

During the course of the Extraordinary General Meeting, the Chairman will seek to address as many Shareholder questions as reasonably practicable. However, there may not be sufficient time to answer all questions at the Extraordinary General Meeting. Please note that individual responses may not be sent to Shareholders.

VOTING INFORMATION

Voting by proxy

- (a) A Shareholder entitled to attend and vote at the Extraordinary General Meeting may appoint one proxy or, if the Shareholder is entitled to cast 2 or more votes at the Extraordinary General Meeting, 2 proxies, to attend and vote instead of the Shareholder.
- (b) Where 2 proxies are appointed to attend and vote at the Extraordinary General Meeting, each proxy may be appointed to represent a specified proportion or number of the Shareholder's voting rights at the Extraordinary General Meeting.
- (c) A proxy need not be a Shareholder of the Company.
- (d) A proxy may be an individual or a body corporate. If a body corporate is appointed, the Proxy Form must indicate the full name of the body corporate and the full name or title of the individual representative of the body corporate for the Extraordinary General Meeting.
- (e) A proxy form accompanies this Notice. If a Shareholder wishes to appoint more than 1 proxy, they may make a copy of the Proxy Form attached to this Notice. For the Proxy Form to be valid it must be received together with the power of attorney or other authority (if any) under which the form is signed, or a (notarially) certified copy

of that power of authority by **11.00am (AEDT) on Saturday 29 March 2025**:

Online	https://meetings.lumiconnect.com/300-396-756-028
By post	Boardroom Pty Limited GPO Box 993 Sydney NSW 2001
By personal delivery	BoardRoom Pty Limited Level 8 210 George Street Sydney NSW 2000
By facsimile	+61 9290 9655

Voting and other entitlements at the Extraordinary General Meeting

A determination has been made by the Board of the Company under regulation 7.11.37 of the *Corporations Regulations* 2001 that Shares in the Company which are on issue at **7.00pm (AEDT) on Saturday 29 March 2025** will be taken to be held by the persons who held them at that time for the purposes of the Extraordinary General Meeting (including determining voting entitlements at the Meeting).

Proxy voting by the Chairman

If you complete a Proxy Form that authorises the Chairman of the Meeting to vote on your behalf as proxy, and you do not mark any of the boxes so as to give him directions about how your vote should be cast, then you will be taken to have expressly authorised the Chairman to exercise your proxy on each Resolution. In accordance with this express authority provided by you, the Chairman intends to vote all available undirected proxies in favour of each Resolution. If you wish to appoint the Chairman of the Extraordinary General Meeting as your proxy, and you wish to direct him how to vote, please tick the appropriate boxes on the form.

Virtual participation

In accordance with the clause 5.2 of the Company's Constitution, the Chairman has determined that the Extraordinary General Meeting will be held virtually through an online platform.

Shareholders who wish to participate in the Extraordinary General Meeting may do so from their computer or mobile device, by entering the URL in their browser: <https://meetings.lumiconnect.com/300-396-756-028>.

If you choose to participate in the Extraordinary General Meeting, you can log in to the meeting by entering:

- the meeting ID for the online Extraordinary General Meeting, which is **300-396-756-028**.
- your username is your Boardroom Voting Access Code (VAC), which is located on the first page of your Proxy Form; and
- your password, which is the postcode registered to your holding if you are an Australian Shareholder. Overseas Shareholders will need to enter the three-character country code e.g. New Zealand – NZL of their registered holding address. A full list of country codes can be found at the end of the user guide.

Shareholders will be able to view the Extraordinary General Meeting live, lodge a direct vote in real time and ask questions online.

More information regarding online participation at the Extraordinary General Meeting (including how to vote and ask questions online during the Extraordinary General Meeting) is available in the User Guide. The User Guide is attached to this Notice of Meeting and will be lodged with the ASX.

EXPLANATORY MEMORANDUM TO NOTICE OF EXTRAORDINARY GENERAL MEETING

This Explanatory Memorandum has been prepared for the information of the Shareholders in connection with the business to be conducted at the Extraordinary General Meeting to be held online at <https://meetings.lumiconnect.com/300-396-756-028> on Monday 31 March 2025 at 11am (AEDT).

The purpose of this Explanatory Memorandum is to provide information which the Directors believe to be material to Shareholders in deciding whether or not to pass the Resolutions in the Notice of Meeting.

If you are in any doubt about what to do in relation to the Resolutions contemplated in the Notice of Meeting and this Explanatory Memorandum, it is recommended that you seek advice from an accountant, solicitor or other professional advisor.

Full details of the business to be considered at the Extraordinary General Meeting are set out below.

KEY CONSIDERATIONS IN RESPECT OF THE RESOLUTIONS

Resolution 1	Change of Company Name (Special Resolution)
Reason for seeking Resolution 1	<p>As previously announced to the market, BlueBet completed the acquisition of NTD Pty Ltd's (betr) wagering business (Merger) with effect from 1 July 2024 (BlueBet and betr together the Combined Business). Following the Merger, the Combined Business has proposed to change the name of the Company to '<i>betr Entertainment Limited</i>' to better align the Combined Business with its operational brand structure and to align the name with the group entities following the Merger.</p> <p>The intention is for the ASX ticker code to remain as '<i>BBT</i>' following the change of company name.</p> <p>As outlined in the Notice of Meeting, Resolution 1 is a special resolution, meaning that it must be passed by at least 75% of votes cast by Shareholders entitled to vote on Resolution 1 at the Meeting in person or by proxy.</p> <p>If Resolution 1 is not passed, BlueBet will not be able to proceed with the change of name and will continue to operate under the current company name.</p>
Voting Exclusion	No voting exclusion statement applies to this resolution, as set out in the Notice.
Board Recommendation	The Directors unanimously recommend that you vote in favour of Resolution 1.
Chair's Available Proxies	The Chair of the Meeting intends to vote all available proxies in favour of Resolution 1.

Resolution 2	Ratification of prior issue of Placement Shares – Listing Rule 7.4
Reason for seeking Resolutions 2	<p>As previously announced to the market, BlueBet entered into a binding Asset Sale Agreement (ASA) to acquire certain key assets of Merlehan Bookmaking Pty Ltd (trading as 'TopSport') (TopSport) (Transaction). The purchase price for the Transaction will comprise an upfront payment of \$10.0 million (70% in cash, 30% in scrip), deferred earn out payments, and the issuance of performance-based options and potential bonus payments.</p> <p>As outlined in this Explanatory Memorandum, on 12 February 2025, BlueBet issued 44,117,659 Placement Shares to sophisticated and professional investors to raise gross proceeds of approximately \$15.0 million to fund the Transaction as well as working capital, migration, and transaction costs (Equity Raise). The Placement Shares were issued without Shareholder approval using BlueBet's available placement capacity under Listing Rule 7.1.</p> <p>Ord Minnett Limited and Morgans Corporate Limited are acting as Joint Lead Managers and Bookrunners for the Transaction (Joint Lead Managers).</p> <p>Completion of the Transaction is expected to occur in April 2025, subject to satisfaction (or, where applicable, waiver) of the conditions precedent under the ASA and customer migration taking place (Completion).</p> <p>BlueBet wishes to retain as much flexibility as possible to issue additional equity securities in the future without having to obtain Shareholder approval under Listing Rule 7.1. To this end, BlueBet is seeking Shareholder ratification for the issue of the Placement Shares pursuant to Listing Rule 7.4.</p> <p>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 period.</p> <p>The issue of Placement Shares being considered under Resolution 2 does not fit within any of the exceptions available and, as they have not yet been approved by the Company's Shareholders, the Placement Shares effectively reduce the Company's capacity to issue further equity securities without Shareholder approval under Listing Rule 7.1 for the 12-month period following the issue date.</p> <p>Listing Rule 7.4 allows the shareholders of a listed company to approve an issue of equity securities after it has been issued. If such approval is obtained, 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 Listing Rule.</p> <p>If Resolution 2 is passed, the Placement Shares will be excluded in calculating BlueBet's placement capacity under Listing Rules 7.1, effectively increasing the number of equity securities BlueBet can issue without shareholder approval over the 12-month period following the date of issue of the Placement Shares.</p> <p>If Resolution 2 is not passed, the issue of Placement Shares will be included in calculating BlueBet's placement capacity under Listing Rule 7.1, effectively decreasing the number of equity securities BlueBet can issue without Shareholder approval over the 12-month period following the date of issue of the Placement Shares.</p>
Information required under Listing Rule 7.5	<p>The following information is being provided in accordance with Listing Rule 7.5:</p> <ul style="list-style-type: none"> • The Placement Shares were issued to sophisticated and professional investors determined by agreement between BlueBet and the Joint Lead Managers as part of the bookbuild process for the Transaction. At the time of issue none of these investors were: <ul style="list-style-type: none"> ○ related parties of the Company ○ members of the Company's key management personnel; ○ substantial shareholders of the Company; ○ an adviser to the Company; or ○ an Associate of any of the above. • 44,117,659 Placement Shares were issued on 12 February 2025. • The Placement Shares are fully paid ordinary shares in BlueBet.

	<ul style="list-style-type: none"> The Placement Shares were issued at a price of \$0.34 per share, representing a: <ul style="list-style-type: none"> 3.0% premium to the Company's last traded price of \$0.3300 per share on 3 February 2025 0.6% premium to the 5-day volume weighted average price of \$0.3379 3.5% premium to the 30-day volume weighted average price of \$0.3284 The purpose of the Equity Raising, including the Placement, is to raise gross proceeds to fund the Transaction as well as working capital, migration, and transaction costs. A voting exclusion statement is included in the Notice.
Board Recommendation	The Directors unanimously recommend that you vote in favour of Resolution 2.
Chair's Available Proxies	The Chair of the Meeting intends to vote all available proxies in favour of Resolution 2.

Resolution 3	Approval of issue of Completion Shares – Listing Rule 7.1
Reason for seeking Resolutions 3	<p>As part of the Transaction outlined in this Explanatory Memorandum, it was agreed that BlueBet would issue approximately 8,823,529 fully paid ordinary shares (Completion Shares) as the scrip element of the upfront consideration to fund the Transaction to TopSport's nominee entity, Merlehan Family Investments Pty Ltd (TopSport Nominee).</p> <p>TopSport Nominee is an entity controlled by TopSport's underlying shareholders, Tristan Merlehan, Lloyd Merlehan and Joanne Merlehan.</p> <p>The Completion Shares were originally agreed to be issued without Shareholder approval using BlueBet's available placement capacity under Listing Rule 7.1 and are expected to be issued in April 2025 (and in any case, no later than three months after the Meeting). An appendix 3B was announced to the market on 5 February 2025 in relation to the Completion Shares.</p> <p>The Completion Shares will be subject to voluntary escrow arrangements, with 50% being subject to a 6-month escrow period and the remaining 50% being subject to a 12-month escrow period.</p> <p>Similar to the issue of Placement Shares, BlueBet wishes to retain as much flexibility as possible to issue additional equity securities without having to obtain Shareholder approval under Listing Rule 7.1. To this end, BlueBet is seeking Shareholder approval for the issue of the Completion Shares pursuant to Listing Rule 7.1.</p> <p>The issue of Completion Shares being considered under Resolution 3 does not fit within any of the exceptions available and, as they have not yet been approved by the Company's Shareholders, the Completion Shares will effectively reduce the Company's capacity to issue further equity securities without Shareholder approval under Listing Rule 7.1 for the 12-month period following the issue date.</p> <p>If Resolution 3 is passed, the issue of the Completion Shares will be excluded in calculating BlueBet's placement capacity under Listing Rules 7.1, effectively increasing the number of equity securities BlueBet can issue without shareholder approval over the 12-month period following the date of issue of the Placement Shares.</p> <p>If Resolution 3 is not passed, the issue of Completion Shares will be included in calculating BlueBet's placement capacity under Listing Rule 7.1, effectively decreasing the number of equity securities BlueBet can issue without Shareholder approval over the 12-month period following the date of issue of the Completion Shares.</p>
Information required under Listing Rule 7.3	<p>The following information is being provided in accordance with Listing Rule 7.3:</p> <ul style="list-style-type: none"> The Completion Shares will be issued to TopSport Nominee as determined by agreement between BlueBet and TopSport for the Transaction. <p>At the time of issue, it is not expected that any of the individuals associated with TopSport Nominee will be:</p>

	<ul style="list-style-type: none"> ○ related parties of the Company; ○ members of the Company's key management personnel; ○ substantial shareholders of the Company; ○ an adviser to the Company; or ○ an Associate of any of the above. <ul style="list-style-type: none"> • 8,823,529 Completion Shares will be issued within three months of the Meeting, if approved by Shareholders. • The Completion Shares are fully paid ordinary shares in BlueBet. • The Completion Shares will be issued at a price of \$0.34 per share. • The purpose of the issue of Completion Shares is to satisfy the scrip element of the Consideration relating to the Transaction. • A voting exclusion statement is included in the Notice.
Summary of key terms of agreement under which the Completion Shares are to be issued (listing rule 7.3.7)	<p>The issuance of Completion Shares is included in the ASA and a summary of the terms relating to the Completion Shares is as follows:</p> <p>The Completion Shares must:</p> <ul style="list-style-type: none"> • be fully paid; and • subject to the transfer restrictions set out in the Voluntary Escrow Agreement and any restrictions under applicable Law: <ul style="list-style-type: none"> ○ be free of Security Interests; ○ be free of and contain no other restrictions and/or limitations on disposal and/or transfer; and ○ rank equally in all respects with the other fully paid ordinary shares on issue in the capital of the Company as at Completion. • If the approval of shareholders of the Company is required to issue any Completion Shares, the issue of the Completion Shares can be delayed until such approval is obtained. For the avoidance of doubt, if shareholder approval is not obtained, the Buyer can elect to satisfy the obligation in cash in whole or in part. <p>Please refer to Appendix A of the ASX announcement made by the Company on 5 February 2025 for a summary of the terms of the ASA.</p>
Board Recommendation	The Directors unanimously recommend that you vote in favour of Resolution 3.
Chair's Available Proxies	The Chair of the Meeting intends to vote all available proxies in favour of Resolution 3.

DEFINITIONS

Term	Definition
ASA	means the Asset Sale Agreement between BlueBet and TopSport.
betr	means NTD Pty Ltd (ACN 658 859 262).
Buyer	BlueBet Pty Ltd (ACN 607 521 835)
Chairman or Chair	The chair of the Extraordinary General Meeting.
Combined Business	has the meaning given in Section 1 of the Explanatory Memorandum.
Company or BlueBet	BlueBet Holdings Ltd (ACN 647 124 641) (ASX: BBT).
Completion	has the meaning given in Section 2 of the Explanatory Memorandum.
Completion Shares	means the issue of 8,823,529 fully paid ordinary shares as the scrip element of the upfront consideration to fund the Transaction to Merlehan Family Investments Pty Ltd.
Constitution	means BlueBet's constitution.
Corporations Act	<i>Corporations Act 2001</i> (Cth).
Director	A director of BlueBet.
Equity Raise	means the equity raising by BlueBet comprising the placement to raise approximately \$15.0 million, as announced by BlueBet on 5 February 2025 and described in this Notice.
Explanatory Memorandum	This explanatory memorandum accompanying and forming part of this Notice.
Extraordinary General Meeting	means the extraordinary general meeting of the Company to be held on Monday 31 March 2025 to which this Notice relates.
Joint Lead Managers	means Ord Minnett Limited (ACN 002 733 048) and Morgans Corporate Limited (ACN 010 539 607).
Listing Rules	means the listing rules of ASX.
Merger	has the meaning given in section 1 of the Explanatory Memorandum.
Net Gaming Revenue (NGR)	means the total amount of cash bets placed by TopSport Customers less the total amount paid to TopSport Customers as winnings, taxes, promotional costs and other costs.
Notice	means this notice of meeting of the Shareholders of the Company, including the accompanying Explanatory Memorandum.
Proxy Form	means the proxy form that is enclosed with and forms part of this Notice
Resolution	means a resolution set out in this Notice.
Security Interest	means any mortgage, lien, hypothecation, charge (whether fixed or floating), bill of sale, caveat, pledge, claim, trust arrangement, preferential right, right of set-off, title retention or other form of security interest, and includes a "security interest" within the meaning of section 12 of the Personal Property Securities Act 2009 (Cth).
Share	means a fully paid ordinary share in the capital of the Company.
Shareholder	means a holder of at least one Share in the Company.
TopSport	means Merlehan Bookmaking Pty Ltd.

TopSport Customer	means a customer who elects to transition from the TopSport to the betr platform and who is not permanently self-excluded.
TopSport Nominee	means Merlehan Family Investments Pty Ltd (ACN 684 121 837).
Trading Day	has the definition given to it by the Listing Rules.
Transaction	has the meaning given in section 2 of the Explanatory Memorandum.
Voluntary Escrow Agreement	means the voluntary escrow agreement between the buying and selling parties as defined in the Asset Sale Agreement.



All Correspondence to:

- ✉ **By Mail** Boardroom Pty Limited
GPO Box 3993
Sydney NSW 2001 Australia
- 📠 **By Fax:** +61 2 9290 9655
- 💻 **Online:** www.boardroomlimited.com.au
- ☎ **By Phone:** (within Australia) 1300 737 760
(outside Australia) +61 2 9290 9600

YOUR VOTE IS IMPORTANT

For your vote to be effective it must be recorded **before 11:00am (AEDT) on Saturday, 29 March 2025.**

🖥 TO APPOINT A PROXY ONLINE

📱 BY SMARTPHONE

STEP 1: VISIT <https://www.votingonline.com.au/bbtegm2025>

STEP 2: Enter your Postcode OR Country of Residence (if outside Australia)

STEP 3: Enter your Voting Access Code (VAC):



Scan QR Code using smartphone
QR Reader App

TO VOTE BY COMPLETING THE PROXY FORM

STEP 1: APPOINTMENT OF PROXY

Indicate who you want to appoint as your Proxy.

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box. If you wish to appoint someone other than the Chairman of the Meeting as your proxy, please write the full name of that individual or body corporate. If you leave this section blank, or your named proxy does not attend the meeting, the Chairman of the Meeting will be your proxy. A proxy need not be a securityholder of the company. Do not write the name of the issuer company or the registered securityholder in the space.

Appointment of a Second Proxy

You are entitled to appoint up to two proxies to attend the meeting and vote. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by contacting the company's securities registry or you may copy this form.

To appoint a second proxy, you must:

- (a) complete two Proxy Forms. On each Proxy Form state the percentage of your voting rights or the number of securities applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded.
- (b) return both forms together in the same envelope.

STEP 2: VOTING DIRECTIONS TO YOUR PROXY

To direct your proxy how to vote, mark one of the boxes opposite each item of business. All your securities will be voted in accordance with such a direction unless you indicate only a portion of securities are to be voted on any item by inserting the percentage or number that you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on a given item, your proxy may vote as he or she chooses. If you mark more than one box on an item for all your securities your vote on that item will be invalid.

Proxy which is a Body Corporate

Where a body corporate is appointed as your proxy, the representative of that body corporate attending the meeting must have provided an "Appointment of Corporate Representative Form" prior to admission. An Appointment of Corporate Representative form can be obtained from the company's securities registry.

STEP 3: SIGN THE FORM

The form **must** be signed as follows:

Individual: This form is to be signed by the securityholder.

Joint Holding: where the holding is in more than one name, all the securityholders should sign.

Power of Attorney: to sign under a Power of Attorney, you must have already lodged it with the registry. Alternatively, attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: this form must be signed by a Director jointly with either another Director or a Company Secretary. Where the company has a Sole Director who is also the Sole Company Secretary, this form should be signed by that person. **Please indicate the office held by signing in the appropriate place.**

STEP 4: LODGEMENT

Proxy forms (and any Power of Attorney under which it is signed) must be received no later than 48 hours before the commencement of the meeting, therefore by **11:00am (AEDT) on Saturday, 29 March 2025.** Any Proxy Form received after that time will not be valid for the scheduled meeting.

Proxy forms may be lodged using the enclosed Reply-Paid Envelope or:

- 🖥 **Online** <https://www.votingonline.com.au/bbtegm2025>
- 📠 **By Fax** + 61 2 9290 9655
- ✉ **By Mail** Boardroom Pty Limited
GPO Box 3993,
Sydney NSW 2001 Australia
- 👤 **In Person** Boardroom Pty Limited
Level 8, 210 George Street
Sydney NSW 2000 Australia

Attending the Meeting

If you wish to attend the meeting, please bring this form with you to assist registration.

☐

Your Address
This is your address as it appears on the company's share register. If this is incorrect, please mark the box with an "X" and make the correction in the space to the left. Securityholders sponsored by a broker should advise their broker of any changes.
Please note, you cannot change ownership of your securities using this form.

PROXY FORM

STEP 1 APPOINT A PROXY

I/We being a member/s of **BlueBet Holdings Limited** (Company) and entitled to attend and vote hereby appoint:

☐

the **Chairman of the Meeting** (mark box)

OR if you are **NOT** appointing the Chairman of the Meeting as your proxy, please write the name of the person or body corporate (excluding the registered securityholder) you are appointing as your proxy below

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chair of the Meeting as my/our proxy at the **Extraordinary General Meeting** of the Company to be held virtually at <https://meetings.lumiconnect.com/300-396-756-028> on **Monday 31 March 2025 at 11.00am (AEDT)**, and at any adjournment of that meeting, to act on my/our behalf and to vote in accordance with the following directions or if no directions have been given, as the proxy sees fit.

The Chairman of the Meeting will vote all undirected proxies in favour of all Items of business. If you wish to appoint the Chairman of the Meeting as your proxy with a direction to vote against, or to abstain from voting on an item, you must provide a direction by marking the 'Against' or 'Abstain' box opposite that resolution.

STEP 2 VOTING DIRECTIONS

* If you mark the Abstain box for a particular item, you are directing your proxy not to vote on your behalf on a show of hands or on a poll and your vote will not be counted in calculating the required majority if a poll is called.

	For	Against	Abstain*
Resolution 1 Change of Company Name (Special Resolution)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2 Ratification of prior issue of Placement Shares – Listing Rule 7.4	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3 Approval of issue of Completion Shares – Listing Rule 7.1	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

STEP 3 SIGNATURE OF SECURITYHOLDERS

This form must be signed to enable your directions to be implemented.

Individual or Securityholder 1	Securityholder 2	Securityholder 3
<div></div>	<div></div>	<div></div>
Sole Director and Sole Company Secretary	Director	Director / Company Secretary

Contact Name..... Contact Daytime Telephone..... Date / / 2025

Online Meeting Guide

BlueBet Holdings Ltd Extraordinary General Meeting
Monday 31 March 2025, 11:00am (AEDT)



Scan to join the meeting

Attending the meeting virtually

Those attending online will be able to view a live webcast of the meeting.
Shareholders and Proxyholders can ask questions and submit votes in real time.

To participate online, visit <https://meetings.lumiconnect.com/300-396-756-028> on your smartphone, tablet or computer.

You will need the latest versions of Chrome, Safari, Edge or Firefox. Please ensure your browser is compatible.

To log in, you may require the following information:

Meeting ID: 300-396-756-028

Australian residents

Voting Access Code
(VAC)

Postcode

(postcode of your
registered address)

Overseas residents

Voting Access Code
(VAC)

Country Code

(three-character country code)
e.g. New Zealand - **NZL**; United
Kingdom - **GBR**; United States of
America - **USA**; Canada - **CAN**

A full list of country codes can be
found at the end of this guide.

Appointed Proxies

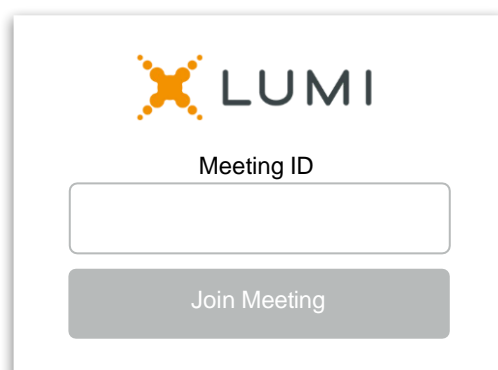
To receive your unique username and
password, please contact Boardroom
on 1300 737 760.

Guests

To register as a guest, you will need to
enter your name and email address.

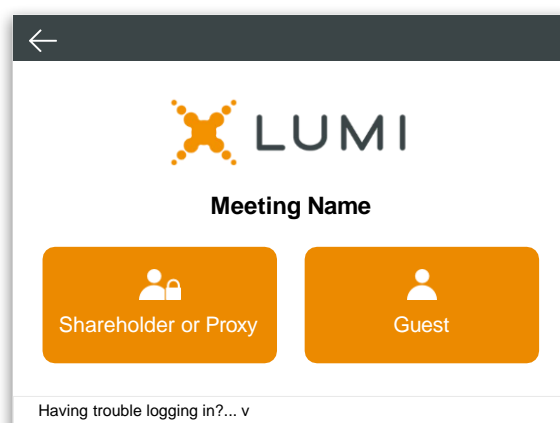
Registering for the meeting

- 1 To participate in the meeting, follow the direct link at the top of the page.
Alternatively, visit **meetings.lumiconnect.com** and enter the unique 12-digit Meeting ID, provided above.



The screenshot shows the LUMI logo at the top. Below it is the text 'Meeting ID' followed by a text input field. At the bottom is a grey button labeled 'Join Meeting'.

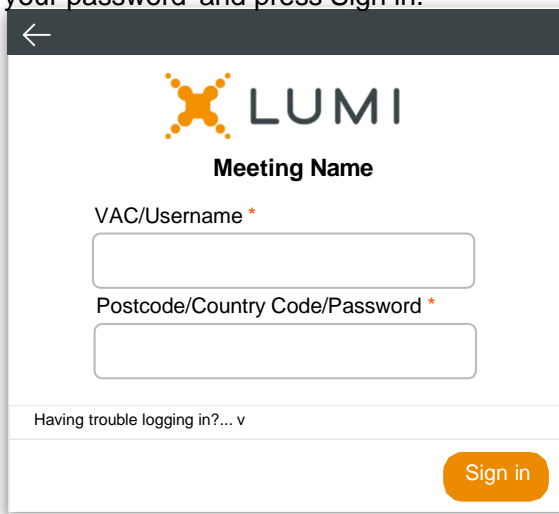
- 2 To proceed into the meeting, you will need to read and accept the Terms and Conditions and select if you are a Shareholder / Proxy or a Guest. Note that only shareholders and proxies can vote and ask questions in the meeting.



The screenshot shows the LUMI logo at the top. Below it is the text 'Meeting Name'. There are two orange buttons: 'Shareholder or Proxy' with a person and lock icon, and 'Guest' with a person icon. At the bottom, there is a link: 'Having trouble logging in?... v'.

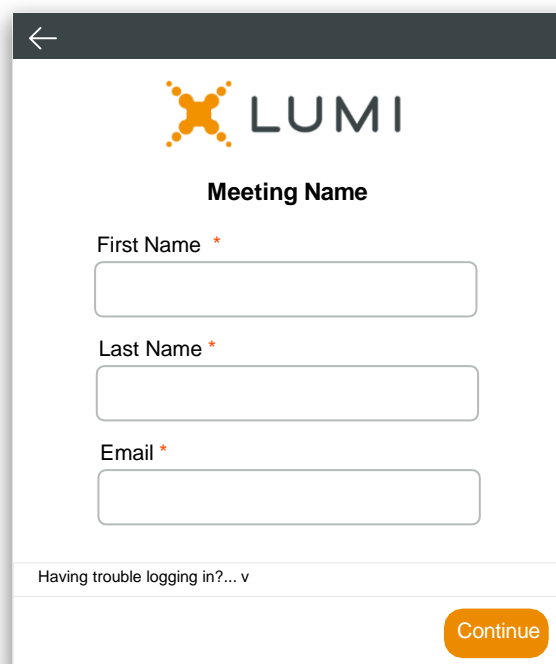
3 To register as a Shareholder, enter your VAC and Postcode or Country Code and press Sign in.

To register as a Proxyholder, you will need your username and password as provided by BoardRoom. In the 'VAC/Username' field enter your username and in the 'Postcode/Country Code/Password' field enter your password and press Sign in.



The screenshot shows the LUMI registration interface. At the top is a back arrow and the LUMI logo. Below the logo is the heading 'Meeting Name'. There are two input fields: 'VAC/Username *' and 'Postcode/Country Code/Password *'. Below these fields is a link 'Having trouble logging in?... v'. At the bottom right is an orange 'Sign in' button.

To register as a Guest, enter your name and other requested details and press Continue.



The screenshot shows the LUMI registration interface for guests. At the top is a back arrow and the LUMI logo. Below the logo is the heading 'Meeting Name'. There are three input fields: 'First Name *', 'Last Name *', and 'Email *'. Below these fields is a link 'Having trouble logging in?... v'. At the bottom right is an orange 'Continue' button.

Watching the meeting

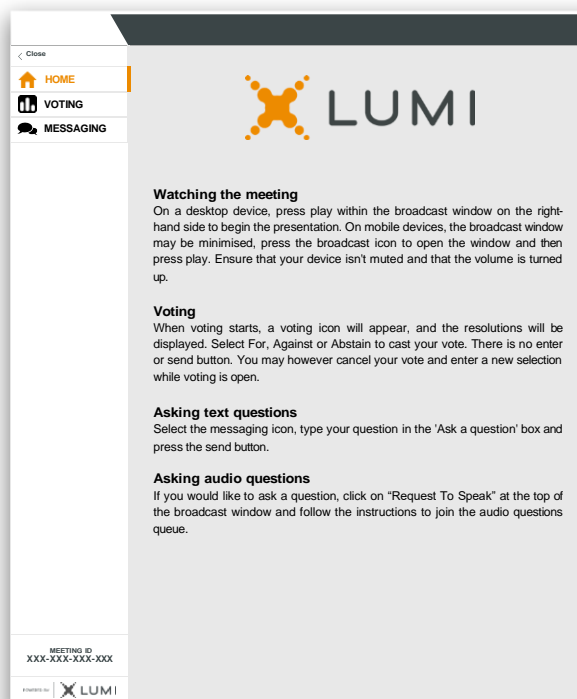
4 On a desktop/laptop device, you will see the home tab on the left, which displays the meeting title and instructions. The webcast will appear automatically on the right. Press play and ensure your device is not muted.



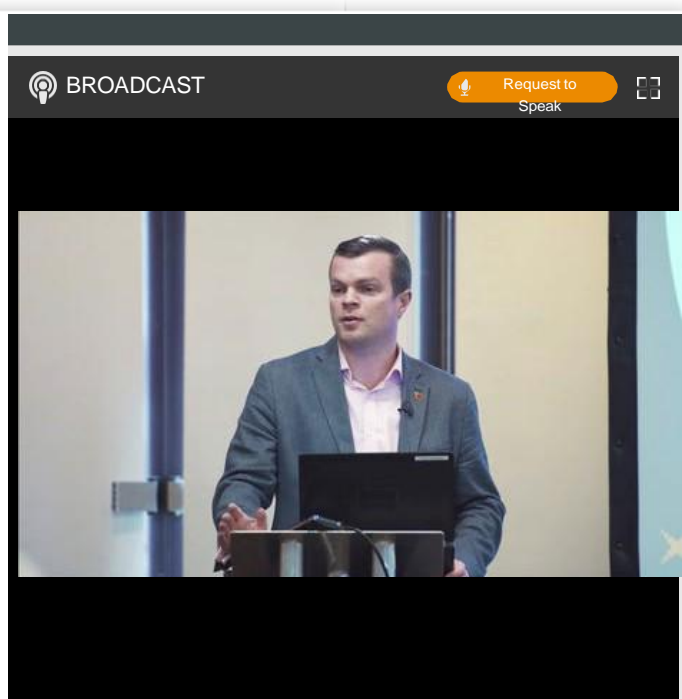
You can watch the webcast full screen, by selecting the full screen icon.



To reduce the webcast to its original size, select the minimise icon.



The screenshot shows the LUMI desktop interface. On the left is a sidebar with a 'Close' button and three tabs: 'HOME' (selected), 'VOTING', and 'MESSAGING'. The main area displays the LUMI logo and the heading 'Watching the meeting'. Below this are three sections: 'Watching the meeting' (instructions on how to watch the webcast), 'Voting' (instructions on how to cast a vote), and 'Asking text questions' (instructions on how to ask a question). At the bottom left, there is a 'MEETING ID' field with the text 'XXX-XXX-XXX-XXX' and the LUMI logo.

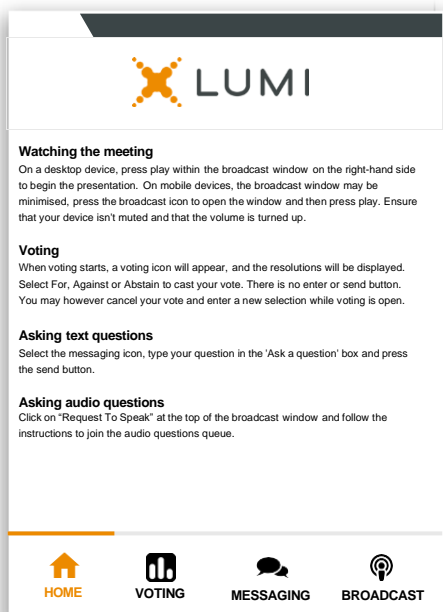


The screenshot shows the LUMI desktop interface with a live broadcast. At the top is a 'BROADCAST' header with a speaker icon and a 'Request to Speak' button. Below the header is a video player showing a man in a suit speaking at a podium. On the right side of the video player are two icons: a full screen icon and a minimise icon.


- 5 On a mobile device, select the Broadcast icon at the bottom of the screen to open the webcast. Press play and ensure your device is not muted.

During the meeting, mobile users can minimise the webcast at any time by selecting one of the other icons in the menu bar.

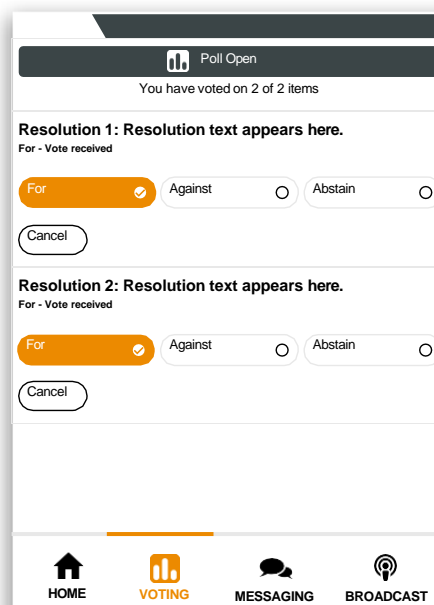
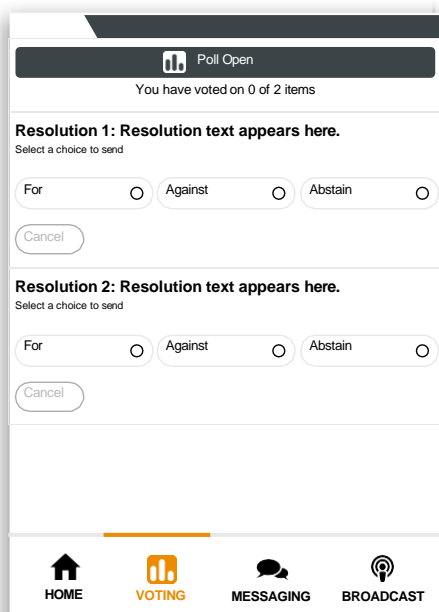
You will still be able to hear the meeting while the broadcast is minimised. Selecting the Broadcast icon again will reopen the webcast.





Voting

- 6 When the Chairman declares the poll open:
- A voting icon  will appear on screen and the meeting resolutions will be displayed.
 - To vote, select one of the voting options. Your response will be highlighted.
 - To change your vote, simply select a different option to override.

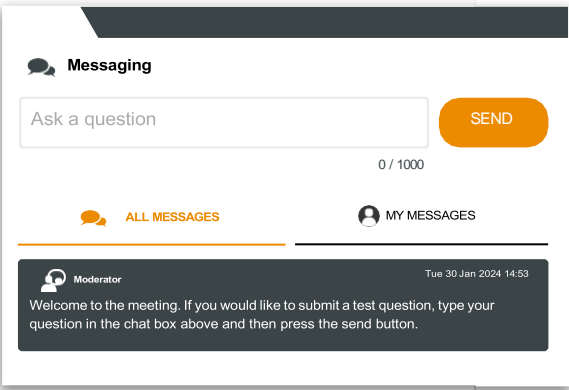
There is no need to press a submit or send button. Your vote is automatically counted. Votes may be changed up to the time the Chairman closes the poll.



Text Questions

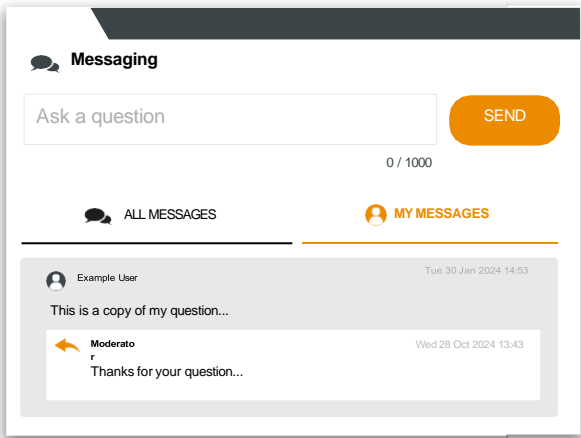
7 To ask a written question, tap on the messaging icon , type your question in the box at the top of the screen and press the send button .

Confirmation that your message has been received will appear.



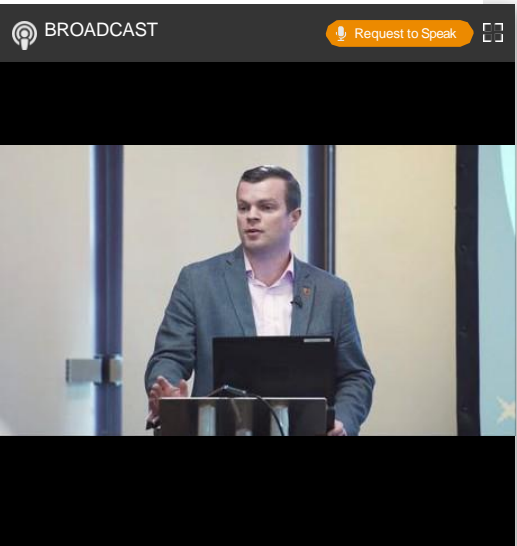
8 Questions sent via the Lumi platform may be moderated before being sent to the Chairman. This is to avoid repetition and remove any inappropriate language.

A copy of your sent questions, along with any written responses, can be viewed by selecting "MY MESSAGES".



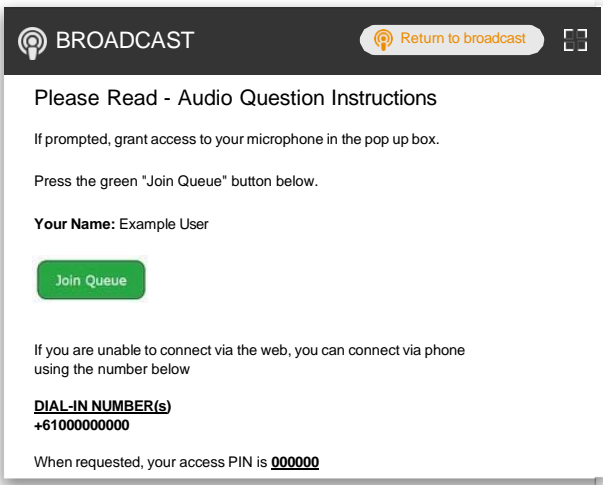
Audio Questions

9 If you would like to ask a verbal question, click the 'Request to Speak' button at the top right corner of the broadcast window.



10 The audio questions interface will now display. Confirm your details, click 'Submit Request' and follow the instructions on screen to connect.

You will hear the meeting while you wait to ask your question.



Country Codes - BoardRoom

For overseas shareholders, select your country code from the list below and enter it into the password field.

ABW	Aruba	DOM	Dominican Republic	LAO	Lao Pdr	QAT	Qatar
AFG	Afghanistan	DZA	Algeria	LBN	Lebanon	REU	Reunion
AGO	Angola	ECU	Ecuador	LBR	Liberia	ROU	Romania Federation
AIA	Anguilla	EGY	Egypt	LBY	Libyan Arab Jamahiriya	RUS	Russia
ALA	Aland Islands	ERI	Eritrea	LCA	St Lucia	RWA	Rwanda
ALB	Albania	ESH	Western Sahara	LIE	Liechtenstein	SAU	Saudi Arabia
AND	Andorra	ESP	Spain	LKA	Sri Lanka	SDN	Sudan
ANT	Netherlands Antilles	EST	Estonia	LSO	Kingdom of Lesotho	SEN	Senegal
ARE	United Arab Emirates	ETH	Ethiopia	LTU	Lithuania	SGP	Singapore
ARG	Argentina	FIN	Finland	LUX	Luxembourg	SGS	Sth Georgia & Sandwich Isl
ARM	Armenia	FJI	Fiji	LVA	Latvia	SHN	St Helena
ASM	American Samoa	FLK	Falkland Islands (Malvinas)	MAC	Macao	SJM	Svalbard & Jan Mayen
ATA	Antarctica	FRA	France	MAF	St Martin	SLB	Soloman Islands
ATF	French Southern	FRO	Faroe Islands	MAR	Morocco	SCG	Serbia & Outlying
ATG	Antigua & Barbuda	FSM	Micronesia	MCO	Monaco	SLE	Sierra Leone
AUS	Australia	GAB	Gabon	MDA	Republic Of Moldova	SLV	El Salvador
AUT	Austria	GBR	United Kingdom	MDG	Madagascar	SMR	San Marino
AZE	Azerbaijan	GEO	Georgia	MDV	Maldives	SOM	Somalia
BDI	Burundi	GGY	Guernsey	MEX	Mexico	SPM	St Pierre and Miqueion
BEL	Belgium	GHA	Ghana	MHL	Marshall Islands	SRB	Serbia
BEN	Benin	GIB	Gibraltar	MKD	Macedonia Former Yugoslav Rep	STP	Sao Tome and Principle
BFA	Burkina Faso	GIN	Guinea	MLI	Mali	SUR	Suriname
BGD	Bangladesh	GLP	Guadeloupe	MLT	Malta	SVK	Slovakia
BGR	Bulgaria	GMB	Gambia	MMR	Myanmar	SVN	Slovenia
BHR	Bahrain	GNB	Guinea-Bissau	MNE	Montenegro	SWE	Sweden
BHS	Bahamas	GNQ	Equatorial Guinea	MNG	Mongolia	SWZ	Swaziland
BIH	Bosnia & Herzegovina	GRC	Greece	MNP	Northern Mariana Islands	SYC	Seychelles
BLM	St Barthelemy	GRD	Grenada	MOZ	Mozambique	SYR	Syrian Arab Republic
BLR	Belarus	GRL	Greenland	MRT	Mauritania	TCA	Turks & Caicos
BLZ	Belize	GTM	Guatemala	MSR	Montserra	TCD	Chad
BMU	Bermuda	GUF	French Guiana	MTQ	Martinique	TGO	Congo
BOL	Bolivia	GUM	Guam	MUS	Mauritius	THA	Thailand
BRA	Brazil	GUY	Guyana	MWI	Malawi	TJK	Tajikistan
BRB	Barbados	HKG	Hong Kong	MYS	Malaysia	TKL	Tokelau
BRN	Brunei Darussalam	HMD	Heard & McDonald Islands	MYT	Mayotte	TKM	Turkmenistan
BTN	Bhutan	HND	Honduras	NAM	Namibia	TLS	East Timor Republic
BUR	Burma	HRV	Croatia	NCL	New Caledonia	TMP	East Timor
BVT	Bouvet Island	HTI	Haiti	NER	Niger	TON	Tonga
BWA	Botswana	HUN	Hungary	NFK	Norfolk Island	TTO	Trinidad & Tobago
CAF	Central African Republic	IDN	Indonesia	NGA	Nigeri	TUN	Tunisia
CAN	Canada	IMN	Isle Of Man	NIC	Nicaragua	TUR	Turkey
CCK	Cocos (Keeling) Islands	IND	India	NIU	Niue	TUV	Tuvalu
CHE	Switzerland	IOT	British Indian Ocean Territory	NLD	Netherlands	TWN	Taiwan
CHL	Chile	IRL	Ireland	NOR	Norway	TZA	Tanzania
CHN	China	IRN	Iran Islamic Republic of	NPL	Nepal	UGA	Uganda
CIV	Cote D'ivoire	IRQ	Iraq	NRU	Nauru	UKR	Ukraine
CMR	Cameroon	ISL	Iceland	NZL	New Zealand	UMI	United States Minor Outlying
COD	Democratic Republic of Congo	ISM	British Isles	OMN	Oman	URY	Uruguay
COK	Cook Islands	ISR	Israel	PAK	Pakistan	USA	United States of America
COL	Colombia	ITA	Italy	PAN	Panama	UZB	Uzbekistan
COM	Comoros	JAM	Jamaica	PCN	Pitcairn Islands	VNM	Vietnam
CPV	Cape Verde	JEY	Jersey	PER	Peru	VUT	Vanuatu
CRI	Costa Rica	JOR	Jordan	PHL	Philippines	WLF	Wallis & Fortuna
CUB	Cuba	JPN	Japan	PLW	Palau	WSM	Samoa
CYM	Cayman Islands	KAZ	Kazakhstan	PNG	Papua New Guinea	YEM	Yemen
CYP	Cyprus	KEN	Kenya	POL	Poland	YMD	Yemen Democratic
CXR	Christmas Island	KGZ	Kyrgyzstan	PRI	Puerto Rico	YUG	Yugoslavia Socialist Fed Rep
CZE	Czech Republic	KHM	Cambodia	PRK	North Korea	ZAF	South Africa
DEU	Germany	KIR	Kiribati	PRT	Portugal	ZAR	Zaire
DJI	Djibouti	KNA	St Kitts And Nevis	PRY	Paraguay	ZMB	Zambia
DMA	Dominica	KOR	South Korea	PSE	Palestinian Territory	ZWE	Zimbabwe
DNK	Denmark	KWT	Kuwait	PYF	French Polynesia		

Need help?

If you require any help using this system prior to or during the meeting,
please contact BoardRoom on 1300 737 760.