



EBET LIMITED
ACN 056 210 774
NOTICE OF 2015 ANNUAL GENERAL MEETING
EXPLANATORY STATEMENT
PROXY FORM

TIME: 9:30am (AEDT)

DATE: Tuesday, 24 November 2015

PLACE: Radisson Blu Hotel
Press Room 1 & 2
27 O'Connell Street
Sydney NSW 2000

This Notice of Meeting should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their professional advisers prior to voting. Should you wish to discuss the matters in this Notice of Meeting please do not hesitate to contact the Company Secretary on (+61 2) 8072 1400.

CONTENTS

Letter from the Chairman	03
Notice of Annual General Meeting (setting out the proposed Resolutions)	04
Explanatory Statement (explaining the proposed Resolutions).....	07
Glossary.....	16
Proxy Form.....	Attached

TIME AND PLACE OF MEETING AND HOW TO VOTE

VENUE

The Annual General Meeting of the Shareholders to which this Notice of Meeting relates will be held at 9:30am (AEDT) on 24 November 2015 at:

Radisson Blu Hotel, Press Room 1 & 2, 27 O'Connell Street, Sydney NSW 2000

Shareholders are invited to join the Chairman, Directors and senior management for refreshments following the conclusion of the 2015 Annual General Meeting.

YOUR VOTE IS IMPORTANT

The business of the Annual General Meeting affects your shareholding and your vote is important.

VOTING IN PERSON

To vote in person, attend the Annual General Meeting on the date and at the place set out above.

VOTING BY PROXY

To vote by proxy, please complete and sign the enclosed Proxy Form and either:

1. deliver the Proxy Form:
 - (a) by hand to: Level 4, 60 Carrington Street, Sydney NSW 2000; or
 - (b) by post to: Computershare Investor Services Limited, GPO Box 242, Melbourne Victoria 3001 Australia; or
2. by facsimile to 1800 783 447 (within Australia) and +61 3 9473 2555 (outside Australia); or
3. lodge online at www.investorvote.com.au,

so that it is received not later than 48 hours before the commencement of the Meeting.

Proxy Forms received later than this time will be invalid.

ONLINE VOTING

To be valid, the proxy form, and any authority under which the form is signed, must be received by the Company or the Company's Share Registry prior to 9.30am (AEDT) on 22 November 2015.

Vote online: www.investorvote.com.au

You may submit your proxy online by using your smartphone or by visiting www.investorvote.com.au. To use this option, you will need your Securityholder Reference Number (SRN) or Holder Identification Number (HIN) and your allocated Control Number as shown on your proxy form. You will be taken to have signed the proxy form if you lodge it in accordance with the instructions on the website. To use your smartphone voting service, scan the QR code which appears on the top of your proxy form and follow the instructions provided. To scan the code you need to have already downloaded a free QR code reader app to your smartphone. When scanned, the QR code will take you directly to the mobile voting site. A proxy cannot be appointed electronically if they are appointed under a Power of Attorney or similar authority. The online proxy facility may not be suitable for shareholders who wish to appoint two proxies with different voting directions. Please read the instructions for online proxy submissions carefully before you lodge your proxy.

Custodian Voting - For intermediary Online subscribers only (Custodians) please visit www.intermediaryonline.com to submit your voting intentions.

If you appoint a proxy, you may still attend the Annual General Meeting. However, your proxy's rights to speak and vote are suspended while you are present. Accordingly, you will be asked to revoke your proxy if you register at the Annual General Meeting.

LETTER FROM THE CHAIRMAN

Dear Shareholder

I am pleased to invite you to attend eBET Limited's 2015 Annual General Meeting (AGM).

The AGM is an important part of eBET's overall approach to governance and gives you the opportunity to talk to your Directors and senior management team, ask questions, and vote on items of business.

The following pages contain important details with respect to the items of business that you have the opportunity to vote on.

This includes information on the following resolutions, which I would like to provide some additional context around the need for change:

- Resolution 4 – to change the name of the Company; and
- Resolution 5 – to adopt a new Constitution.

Resolution 4 – Change of Company name

The Company's name has remained unchanged since the Company's listing on the ASX in 1999. Upon listing on the ASX, the Company was primarily involved in wagering through the purchase of the US-based eBET Online Inc wagering business.

Since then, the Company's strategy has evolved to increasingly focus on delivering leading-edge technology solutions that best meet the needs of our core gaming venue customers.

This has seen the Company increasingly become a technology company while reducing the significance of its wagering business. This culminated in the Company's exit from wagering, following the successful divestiture of its remaining 50 per cent share in eBET Online Inc.

As a result, the Board considers that the name eBET no longer reflects the Company's positioning within the technology sector and believes it is in the best interests of the Company to change its name to "Intecq Limited".

The Board believes that this would more accurately reflect the Company's strategy to leverage its competitive advantage as a technology provider, to build-out its core business into adjacent sectors through exploring complimentary non-gaming specific growth opportunities.

It is important to note that, if passed:

- the ASX ticker code of the Company will change from EBT to ITQ;
- the operating businesses of the Company will continue to trade as eBET and Odyssey Gaming; and
- the resolution will not, in itself, affect the legal status of the Company or any of its assets or liabilities.

Resolution 5 – to adopt a new Constitution

To maintain and ensure good corporate governance, the Board considers it prudent to undertake a comprehensive review of the Company's Constitution.

The Board recommends that the Company's Constitution be amended to take account of changes to Australian corporate law and practice – including, among other things, a number of changes to the Corporations Act and ASX Listing Rules. In addition, the New Constitution will incorporate the adoption of Intecq Limited as the new name of the Company.

In conclusion, I take this opportunity to thank you for your continued support of eBET and encourage you to join us at the AGM, where I look forward to meeting as many shareholders as possible.



Paul Oneile
Chairman

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that an Annual General Meeting of Shareholders of eBET Limited (ACN 056 210 774) will be held at 9:30am (AEDT) on 24 November 2015 in Press Room 1 & 2 of the Radisson Blu Hotel, located at 27 O'Connell Street, Sydney NSW 2000.

The Explanatory Statement to this Notice of Meeting provides additional information on matters to be considered at the Annual General Meeting. The Explanatory Statement forms part of this Notice of Meeting.

The Directors have determined pursuant to Regulation 7.11.37 of the Corporations Regulations 2001 (Cth) that the persons eligible to vote at the Annual General Meeting are those who are registered Shareholders at 9:30am (AEDT) on 22 November 2015. Terms and abbreviations used in this Notice of Meeting and Explanatory Statement are defined in the Glossary.

AGENDA

ORDINARY BUSINESS

Financial Statements and Reports

"To receive and to consider the Annual Financial Report of the Company for the financial year ended 30 June 2015 together with the declaration of the Directors, the Directors' Report, the Remuneration Report and the Auditor's Report for that financial year."

Note: This item of ordinary business is **for discussion only and is not a resolution**.

However, pursuant to the Corporations Act, Shareholders will be given a reasonable opportunity at the Meeting to ask questions about, or make comments in relation to, each of the aforementioned reports during consideration of these items.

RESOLUTIONS

Part A: Remuneration Report

RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

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

"That, for the purpose of Section 250R(2) of the Corporations Act and for all other purposes, approval is given for the adoption of the remuneration report as contained in the Company's Annual Financial Report for the financial year ended 30 June 2015."

Note: The vote on this Resolution is advisory only and does not bind the Directors or the Company.

Voting Exclusion Statement: In accordance with the Corporations Act, the Company will disregard any votes cast on Resolution 1 by or on behalf of a member of the Company's key management personnel (including the Directors), whose remuneration details are included in the Remuneration Report (**KMP**), or any of that person's Closely Related Parties (such as close family members and any controlled companies of those persons) (collectively referred to as **Restricted Voter**). However, the Company need not disregard a vote if:

- (a) It is cast by a person as a proxy appointed in writing that specifies how the proxy is to vote on Resolution 1; and
- (b) It is not cast on behalf of a Restricted Voter.

If you appoint the person chairing the Meeting (Chair) and you are not a Restricted Voter, by submitting the Proxy Form you authorise the person chairing the Meeting to exercise the proxy even though Resolution 1 is connected directly or indirectly with the remuneration of a KMP, and you will be taken to have directed the Chair to vote in accordance with his or her stated intention to vote in favour of Resolution 1. If you do not want your vote exercised in favour of Resolution 1, you should direct the person chairing the Meeting to vote "against", or to abstain from voting on, this Resolution.

Part B: Election of Directors

RESOLUTION 2 – RE-ELECTION OF MR PAUL NORMAN ONEILE AS DIRECTOR

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

"That Mr Paul Norman Oneile, a Director who retires by rotation in accordance with the Company's Constitution and ASX Listing Rule 14.4, and being eligible offers himself for re-election, is re-elected as a Director of the Company."

RESOLUTION 3 – RE-ELECTION OF DR ALLAN CLIVE SULLIVAN AS DIRECTOR

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

“That Dr Allan Clive Sullivan, a Director who retires by rotation in accordance with the Company’s Constitution and ASX Listing Rule 14.4, and being eligible offers himself for re-election, is re-elected as a Director of the Company.”

Part C: New Company Name and Constitution

RESOLUTION 4 – CHANGE OF COMPANY NAME

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

“That, pursuant to section 157(1) of the Corporations Act and for all other purposes, the name of the Company be changed to “Intecq Limited”, effective immediately.”

RESOLUTION 5 – ADOPTION OF NEW CONSTITUTION

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

“That, for the purposes of section 136(2) of the Corporations Act and for all other purposes, the Company adopts a new constitution in the form as signed by the Chairman of the Meeting for identification purposes, in lieu of the existing constitution of the Company.”

Part D: Approval of ESOP

RESOLUTION 6 – RE-APPROVAL OF EBET EXECUTIVE SHARE AND OPTION PLAN

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

“That, for the purposes of ASX Listing Rule 7.2 (exception 9(b)) and for all other purposes, the Company’s Executive Share and Option Plan described in the Explanatory Notes accompanying this Notice of Meeting, be re-approved and that the Directors be authorised to implement and maintain that plan and to issue fully paid ordinary shares in the Company and options to acquire fully paid ordinary shares in the Company in accordance with its terms from time to time.”

Voting Exclusion Statement:

The Company will disregard any votes cast on this Resolution by any Executive, other than any Executive who is ineligible to participate in the Executive Share and Option Plan in relation to the Company, and any associates of those Executives. However, the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form, or, it is cast by the Chair 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.

Part E: Ratification of Prior Issue of Shares

RESOLUTION 7 – RATIFICATION OF PRIOR ISSUE OF SHARES

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

“That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, the Shareholders of the Company approve and ratify the prior issue and allotment of 13,470 fully paid ordinary shares on the terms and conditions which are described in the Explanatory Statement which accompanies and forms part of the Notice of Meeting.”

Voting Exclusion Statement: The Company will disregard any votes cast on Resolution 7 by:

- (a) a person who participated in the issue; and
- (b) an Associate of those persons.

However, the Company will not disregard a vote if:

- (i) it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- (ii) it is cast by the Chair 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.

Part F: Issue of Shares to Management under ESOP

RESOLUTION 8 – RELATED PARTY APPROVAL OF FUTURE ISSUE OF SHARES TO DR KENNETH MARTIN CARR

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

“That, conditional on Resolution 6 being approved and for the purposes of Listing Rule 10.14 and for all other purposes, the Shareholders of the Company approve the issue and allotment of up to 28,089 fully paid ordinary shares [deemed value of \$100,000 on the basis of a 30 day VWAP calculation, up to 1 July 2014 is \$3.56] pursuant to the Company’s Executive Share and Option Plan, to Dr Kenneth Martin Carr (or his nominee), a Director of the Company, as part of his remuneration, on the terms and conditions which are described in the Explanatory Statement which accompanies and forms part of the Notice of Meeting.”

Voting exclusion statement: The Company will disregard any votes cast on Resolution 8 by:

- (a) Dr Kenneth Martin Carr (or his nominee);
- (b) a person who might obtain a benefit, except a benefit solely in the capacity of a holder of ordinary securities if the resolution is passed; and
- (c) an associate of any person described in (a) or (b).

However, the Company need not disregard a vote if:

- (i) it is cast by a person acting as a proxy for another person entitled to vote, in accordance with the direction on the proxy form; or
- (ii) it is cast by the person chairing the meeting (Chair) 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.

RESOLUTION 9 – RELATED PARTY APPROVAL OF FUTURE ISSUE OF SHARES TO MR ANTHONY PETER TOOHEY

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

“That, conditional on Resolution 6 being approved and for the purposes of Listing Rule 10.14 and for all other purposes, the Shareholders of the Company approve the issue and allotment of up to 70,224 fully paid ordinary shares [deemed value of \$250,000 on the basis of a 30 day VWAP calculation, up to 1 July 2014 is \$3.56], pursuant to the Company’s Executive Share and Option Plan, to Mr Anthony Peter Toohey (or his nominee), a Director of the Company, as part of his remuneration, on the terms and conditions which are described in the Explanatory Statement which accompanies and forms part of the Notice of Meeting.”

Voting exclusion statement: The Company will disregard any votes cast on Resolution 9 by:

- (d) Mr Anthony Peter Toohey (or his nominee);
- (e) a person who might obtain a benefit, except a benefit solely in the capacity of a holder of ordinary securities if the resolution is passed; and
- (f) an associate of any person described in (a) or (b).

However, the Company need not disregard a vote if:

- (iii) it is cast by a person acting as a proxy for another person entitled to vote, in accordance with the direction on the proxy form; or
- (iv) it is cast by the person chairing the meeting (Chair) 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: 23 October 2015

BY ORDER OF THE BOARD

Alistair McKeough

Company Secretary

EXPLANATORY STATEMENT

This Explanatory Statement has been prepared for the information of the Shareholders in connection with the business to be conducted at the Annual General Meeting to be held at 9:30am (AEDT) on 24 November 2015 at Radisson Blu, Press Room 1 & 2, 27 O'Connell Street, Sydney NSW 2000.

The purpose of this Explanatory Statement 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 Statement, 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 Annual General Meeting are set out below.

AGENDA

FINANCIAL STATEMENTS AND REPORTS

In accordance with the Constitution, the business of the Annual General Meeting will include receipt and consideration of the Annual Financial Report of the Company for the financial year ended 30 June 2015 together with the declaration of the Directors, the Director's Report, the Remuneration Report and the Auditor's Report.

In accordance with the amendments to the Corporations Act, the Company is no longer required to provide a hard copy of the Company's Annual Financial Report to Shareholders unless a Shareholder has specifically elected to receive a printed copy. These amendments may result in reducing the Company's printing costs.

Whilst the Company will not provide a hard copy of the Company's Annual Financial Report unless specifically requested to do so, Shareholders may view the Company Annual Financial Report on its website at www.ebetgroup.com.

No resolution is required for this item, but Shareholders will be given the opportunity to ask questions and to make comments on the management and performance of the Company.

RESOLUTIONS

Part A: Remuneration Report

RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

In accordance with section 250R(2) of the Corporations Act, the Company is required to present to its Shareholders the Remuneration Report as disclosed in the Company's Annual Financial Report.

The vote on the Resolution is advisory only and does not bind the Directors or the Company. The Remuneration Report is set out in the Company's Annual Financial Report and is also available on the Company's website at www.ebetgroup.com.

However, if at least 25% of the votes cast are against the adoption of the Remuneration Report at the Meeting (subject of this Notice of Meeting), and then again at the 2016 Annual General Meeting (**2016 AGM**), the Company will be required to put to the vote a resolution (**Spill Resolution**) at the 2016 AGM to approve the calling of a further meeting (**Spill Meeting**). If more than 50% of Shareholders vote in favour of the Spill Resolution, the Company must convene the Spill Meeting within 90 days of the 2016 AGM. All of the Directors who were in office when the 2016 Directors' Report was approved, other than the Managing Director, will (if desired) need to stand for re-election at the Spill Meeting.

The Remuneration Report explains the Board's policies in relation to the nature and level of remuneration paid to KMPs (including Directors) and sets out remuneration details, service agreements and the details of any share-based compensation.

Voting

Note that a voting exclusion applies to Resolution 1 in the terms set out in the Notice of Meeting. In particular, the Directors and other Restricted Voters must not vote on this Resolution and must not cast a vote as proxy, unless the appointment gives a direction on how to vote, or the proxy is given to the Chair and you submit the Proxy Form, authorising the Chair to exercise the proxy even though Resolution 1 is connected directly or indirectly with the remuneration of a KMP and that in doing so you will be taken to have directed him to vote in accordance with his stated intention to vote in favour of Resolution 1.

Shareholders are urged to read carefully the Proxy Form and to provide a direction to the proxy on how to vote on this Resolution.

Part B: Election of Directors

RESOLUTION 2 – RE-ELECTION OF MR PAUL NORMAN ONEILE AS DIRECTOR

The Company's Constitution requires that if the Company has 3 or more Directors, a Director must not hold office (without re-election) after the later of the third Annual General Meeting held after the Director was last appointed or elected and 3 years after the date on which the Director was last appointed or elected. Listing Rule 14.4 further requires that no Director (except a Managing Director) shall hold office for a period in excess of 3 years or until the third annual general meeting following his or her appointment, whichever is the longer, without submitting himself or herself for re election. The Directors to retire at an annual general meeting are those who have been longest in office since their last election.

Mr Paul Oneile was last re-elected as a Director on 27 November 2012. In addition to being one of the longest serving Directors, at the conclusion of this Meeting, Mr Oneile would have been in office for 3 or more years and/or annual general meetings. Accordingly, Mr Oneile retired by rotation and seeks re-election at this Meeting.

A Director who retires by rotation under clause 7.8 of the Company's Constitution is eligible for re-election.

Background details for Mr Paul Oneile are set out below:

Mr Oneile holds a Bachelor of Economics from Sydney University and has extensive experience in the entertainment and gaming industries, both locally and internationally. Mr Oneile was CEO of Aristocrat Leisure Limited from 2003 to 2008, Chairman and CEO of United International Pictures (UIP) from 1996 to 2003 while based in London, and Managing Director of The Greater Union Organisation in Australia from 1990 to 1996.

Directors' recommendation

The Directors (excluding Mr Oneile) recommend that Shareholders vote for Resolution 2.

RESOLUTION 3 – RE-ELECTION OF DR ALLAN CLIVE SULLIVAN AS DIRECTOR

The Company's Constitution requires that if the Company has 3 or more Directors, a Director must not hold office (without re-election) after the later of the third Annual General Meeting held after the Director was last appointed or elected and 3 years after the date on which the Director was last appointed or elected. Listing Rule 14.4 further requires that no Director (except a Managing Director) shall hold office for a period in excess of 3 years or until the third annual general meeting following his or her appointment, whichever is the longer, without submitting himself or herself for re election. The Directors to retire at an annual general meeting are those who have been longest in office since their last election.

Dr Allan Clive Sullivan was also last re-elected as a Director on 27 November 2012. Therefore, in addition to being one of the longest serving Directors, at the conclusion of this Meeting, Dr Sullivan would have been in office for 3 or more years and/or annual general meetings. Accordingly, Dr Sullivan retired by rotation and seeks re-election at this Meeting.

A Director who retires by rotation under clause 7.8 of the Company's Constitution is eligible for re-election.

Background details for Dr Allan Sullivan are set out below:

Dr Sullivan joined the Board in March 2009. Dr Sullivan has a Bachelor of Science, a Bachelor of Electrical Engineering degree and a doctorate of Engineering from the University of Sydney. Dr Sullivan has previously held many executive positions, including Professional Engineer with Electricity Commission of NSW; President of ABB Company in Seoul; Member of the Executive Board of Landis & Gyr Asia Pacific and Electrowatt Asia Pacific, Hong Kong; Member of the Executive Board of Siemens Building Technologies Asia Pacific; CEO & Member of the Board of Directors of the ERG Group of Companies; adviser to Utilico / Ingot Group, including Director of Ellect Holdings and chairman of Freshtel Holdings.

Directors' recommendation

The Directors (excluding Dr Sullivan) recommend that Shareholders vote for Resolution 3.

Part C: New Company Name and Constitution

RESOLUTION 4 – CHANGE OF COMPANY NAME

The Company was first listed on the Australian Stock Exchange in 1999 in the midst of the “dot com” boom and the introduction of online gambling and wagering through its operations in both Australia and its US-based eBET Online Inc wagering business, hence the name eBET. Shortly after listing, online gambling and wagering was prohibited by the Australian Federal Government.

Since that time the Company has focused on the development and provision of technologies for traditional Clubs, Hotels and Casinos. In the past 10 years the Company has acquired a number of technology providers with the objective of enhancing the overall technology offering and market share. The Company believes the name eBET no longer reflects the Company's positioning or technology offering and is continuously associated with the online sports betting sectors. Therefore the Company proposes to change its name from “eBET Limited” to “Intecq Limited” which it believes reflects the company's core business as a technology provider.

Looking forward the Company will be better positioned to expand its technology offering across non-gaming specific sectors by leveraging its existing operational and administrative infrastructure and technical skill sets. Intecq Limited will explore complimentary non-gaming specific growth opportunities. The Company also proposes to change its ASX ticket code to ASX: ITQ reflecting the change and the operating of the business of the Company will continue to trade as eBET and Odyssey Gaming. This change in name will not, in itself, affect the legal status of the Company or any of its assets or liabilities.

Pursuant to section 157 of the Corporations Act, a change in company name can only be enacted by Shareholders via a special resolution. Therefore, Resolution 4 can only be passed if at least 75% of the total votes cast by Shareholders entitled to vote on this Resolution are voted in its favour.

Directors' Recommendation

The Board considers that it is in the best interests of the Company that it changes its name. Accordingly, the Board recommends that Shareholders vote in favour of Resolution 4.

INTECQ
Limited

INTECQ
Limited

Peter Smith
Director

Direct: +61 7 3087 3300
Mobile: +61 (0) 410 483 497
Phone: +61 7 3087 3300
psmith@intecqld.com

1110 Kingsford Smith Drive
Eagle Farm Qld 4009
PO Box 181, Pinkenba Qld 4008
www.intecq.com

INTECQ
Limited

Home Features Pages Mega Projects News Contacts

INTECQ
Limited

Lorem ipsum dolor sit amet, consetetur
adipiscing elit, sed do eiusmod tempor incididunt
ut labore et dolore magna aliqua.

Lovely
Dolor, consetetur elit, non feugiat
suscipit.

Exquisite
Vivamus sollicitudin nisl pharetra
suscipit.

Glorious
Pellentesque laoreet, lectus ac
adipiscing.

Stunning
Fusce malesuada sed lectus
pharetra.

Details **Details** **Details** **Details**

INTECQ
Limited

INTECQ
Limited

eBET ACN: 074 735 452 ABN: 48 074 735 452
Macquarie View Corporate Park
Unit 13, 112-118 Talavera Rd, North Ryde NSW 2113 Australia
Ph: 02 8817 4700 Fax: 02 8817 4770 sales@intecqld.com
www.intecqld.com

eBET ACN: 074 735 452 ABN: 48 074 735 452
Macquarie View Corporate Park
Unit 13, 112-118 Talavera Rd, North Ryde NSW 2113 Australia
Ph: 02 8817 4700 Fax: 02 8817 4770 sales@intecqld.com
www.intecqld.com

RESOLUTION 5 – ADOPTION OF NEW CONSTITUTION

This Resolution is a special resolution, and as such, it can only be passed if at least 75% of the total votes cast by Shareholders entitled to vote on this Resolution are voted in its favour.

Section 136(2) of the Corporations Act states that a company may modify or repeal its constitution, or a provision of its constitution, by special resolution.

The Company's current constitution was adopted by the Company on or around 26 November 2010.

Since then, there have been changes to the Corporations Act and ASX Listing Rules. Accordingly, the Company intends to change its constitution (New Constitution) so that reflects the latest legislative and regulatory amendments. The New Constitution will broadly be consistent with the provisions of the current Constitution. Many of the proposed changes are administrative or minor in nature.

Key updates and new provisions in the New Constitution include, but are not limited to the following items:

Updates	Brief outline of the updates
Definitions	Clause 1 of the New Constitution updates the definitions to reflect current terminology and where possible, relies on terms defined in the Corporations Act, ASX Listing Rules and ASX Settlement Operating Rules.
Classes of Shares	Clause 2.4 of the New Constitution specifies the provisions relating to General Meetings in terms of the presence of a quorum of two persons who together hold or represent by proxy not less than one-third of the issued Shares of the class.
Section 1071H of the Corporations Act	Clause 2.9 of the New Constitution contains a new provision outlining that clause 2.8 of the New Constitution concerning share certificates and share option certificates will not apply if on the occasion ASIC has made a declaration under section 1071H(5) of the Corporations Act published in the Commonwealth of Australia Gazette.
No prohibition on foreign ownership	Clause 2.13 of the New Constitution specifies that the New Constitution will not limit or restrict the ownership of any securities of the Company by foreign persons except where such limits or restrictions are prescribed by Australian law.
Transfer of Shares	Clause 8.4(b) of the New Constitution specifies that the registration of a transfer of Shares or other Securities may incur a reasonable fee. In addition, clause 8.4(d) of the New Constitution enables the Company to cancel an old certificate during the registration of a transfer of Shares.
Minimum shareholding	Consistent with ASX Listing Rules, clause 3 of the New Constitution provides an updated set of provisions governing minimum shareholdings and the sale of Shares which constitute marketable parcels valued under \$500. It is common practice for companies to include provisions in their constitutions to allow the register to be cleared of shareholders with very small holdings. Clearing the register of small holdings reduces the administrative costs incurred by the Company in maintaining its share register and can therefore benefit shareholders generally. The Company would like the flexibility to sell marketable parcels in the future.
Proceedings at General Meetings	Clause 13.1 of the New Constitution specifies that a quorum of two Shareholders at a general meeting is to be present in person, by proxy or via representatives.
Directors	Clause 14.1 of the New Constitution specifies that the Company should not have greater than 9 directors in total (notes, that this may be amended via an ordinary resolution). Clause 14.6(g) of the New Constitution specifies that the office of a Director shall automatically become vacant if the Director is absent for a period of greater than 6 months from the meetings of the Directors held during that period (without permission of the Directors). Clause 14.9 of the New Constitution contains the total fixed sum per annum to be paid to non-executive Directors to be no more than \$350,000 and this total may be varied by ordinary resolution of the Shareholders in a general meeting.
Meeting by instantaneous communication device	Clause 17 of the New Constitution outlines the operations and procedures involving instantaneous communication devices at meetings.

Executive Directors	Clause 18 extends the same appointment, remuneration, power and rotation provisions for both the Company's executive directors and also its managing director.
Seal	Clause 19 of the New Constitution contains provisions consistent with the Corporations Act enabling the Company to affix a common seal to a document. This clause also contains similar provisions for the use of share seals.
Minutes	<p>Clause 21.3 of the New Constitution explicitly highlights that the Company is to comply with Part 2G.3 of Chapter 2G of the Corporations Act which contains provisions relating to the following:</p> <ul style="list-style-type: none"> • maintenance of minutes and resolutions; • disclosure of proxy votes for listed companies; and • members' access to minutes.
Winding Up	Clause 27.3 of the New Constitution directs that all monies and property that are to be distributed among Shareholders during the winding-up of the Company shall be distributed in proportion to the Shares held by each Shareholder respectively (irrespective of the amount paid-up or credited as paid-up on the Shares).
Directors access to information	Clause 29 of the New Constitution contains provisions which enable the Company to provide a director or former Director with access to documents and papers.
Overseas shareholders	Clause 30 of the New Constitution contains a provision which allows each Shareholder with a registered address outside Australia to arrange for a nominee to dispose of any of its entitlement to participate in any issue of shares or share options by the Company to Shareholders.
Local Management	Clause 31 contains provisions enabling the Directors from time to time to provide for the management and transaction of the affairs of the Company in any specified locality. In addition, the Directors are able to establish local boards or agencies for managing any of the affairs of the Company in any specified locality and appoint persons to be the attorneys of the Company.
Discovery	Clause 32 of the New Constitution contains the provision consistent with the Corporations Act and the ASX Listing Rules that prohibits Shareholders requiring discovery of any information in respect of any details of the Company's trading or any matter which is or may be in the nature of a trade secret, mystery of trade or technical process which may relate to the business of the Company.
Consistency with Chapter 2E of the Corporations Act	Clause 34 of the New Constitution explicitly highlights the important requirements in Chapter 2E of the Corporations Act relating to related party transactions which the Company must follow during its operation.
Partial Takeover	Clause 36 of the New Constitution adds provisions regulating partial takeovers with respect to the following: proportional off-market bids, meetings, notices of prescribed resolutions and takeover resolutions.
Preference shares	The New Constitution contains an updated set of provisions and additional obligations in Schedule 1 concerning the operation of preferences shares.

Please note, the above table is not an exhaustive list of all the changes and updates in the New Constitution.

A complete signed copy of the New Constitution will be tabled at the Meeting. Prior to the Meeting, Shareholders will be able to view the proposed New Constitution at the registered office of the Company.

Please note, the New Constitution incorporates the new company name "Intecq Limited". If the case arises where Resolution 5 is approved by Shareholders and Resolution 4 is not approved by Shareholders, the New Constitution will be adopted on the basis of its current company name, eBET Limited.

Directors' Recommendation

The Board considers that it is in the best interests of the Company that it adopts the New Constitution. Accordingly, the Board recommends that Shareholders vote in favour of Resolution 5.

Professional Advice

If you have any doubt or do not understand this Resolution, it is strongly recommended that you seek advice from a solicitor or other professional advisor.

Part D: Re-Approval of Executive Share and Option Plan

RESOLUTION 6 – RE-APPROVAL FOR EBET EXECUTIVE SHARE AND OPTION PLAN

The Executive Share and Option Plan (**ESOP**) was first approved by Shareholders at the Company's Annual General Meeting held on 27 November 2009.

Requirement for Shareholder approval

ASX Listing Rule 7.1 imposes a limit on the number of equity securities (including options to acquire shares) that a company can issue without shareholder approval. Generally, a company must not, without shareholder approval, issue in any 12 month period, a number of equity securities that is more than 15% of the number of fully paid ordinary shares on issue 12 months before the issue.

The number of equity securities that may be issued by a company under ASX Listing Rule 7.1 without shareholder approval is not impacted by the equity securities that are issued under an exception contained in ASX Listing Rule 7.2 or which have received shareholder approval.

Under ASX Listing Rule 7.2 (Exception 9), an issue of equity securities under an employee incentive scheme (such as the ESOP referred to in this Resolution 6) made without shareholder approval is effectively treated as having been made with shareholder approval if, within three years before the issue, shareholders had approved the issue of equity securities under the scheme for the purposes of ASX Listing Rule 7.2 (Exception 9).

Resolution 6 seeks shareholder approval, for the purposes of ASX Listing Rule 7.2 (Exception 9(b)), and for all other purposes, of the ESOP and the issue of Shares and Options.

The approval of the Resolution 6 will provide the Company with the maximum flexibility to undertake equity raisings, or equity funded acquisitions, without the need for further Shareholder approval. The requirement to obtain Shareholder approval at the time of issue, could limit the Company's ability to take advantage of opportunities that may arise.

If Resolution 6 is passed, all Shares and Options issued by the Company under the ESOP will be excluded from the 15% limit imposed by ASX Listing Rule 7.1 for a period of 3 years from the date of the approval. In the absence of such Shareholder approval, the issue of Shares and Options under the ESOP can still occur, but those Shares and Options will be counted as part of the 15% limit which would otherwise apply during the 12 month period.

Key Terms of the ESOP

A summary of the terms of the ESOP are set out below.

66,666 Shares have been issued under the ESOP since the ESOP was approved by Shareholders at the Company's 2009 annual general meeting on 27 November 2009.

The number of Shares and Options to be issued under the ESOP will be determined by the Directors from time to time. However, the maximum number of securities which may be issued to employees under the ESOP (and any other employee incentive plans operated by eBET) in a 5 year period is limited to 5% of the issued Shares in the Company (calculated at the date of the invitation under the ESOP), subject to a range of exclusions, including securities issued pursuant to a disclosure document.

Dilution

If the Shares and Options are exercised, this will have a diluting effect on the percentage interest of existing Shareholders' holdings. If the Options issued under the ESOP are exercised and the prevailing Share price is higher than the exercise price, the value of Shares may be diluted.

Summary of the terms of the ESOP

The key features of the ESOP, and the proposed terms of the Shares and Options to be issued under it, are set out below.

Purpose	<p>The ESOP is established to provide eligible executives with a potential ownership interest in the Company for the purpose of:</p> <ul style="list-style-type: none">(a) providing them with an opportunity to share in the growth in value of the Company;(b) encouraging them to improve the longer-term performance of the Company and its returns to shareholders and;(c) assisting in the recruitment, reward and retention of executives of the Company.
Commencement	<p>The ESOP commenced on 27 November 2009.</p>
Eligible executives	<p>Executive under the ESOP means any person (including a consultant to the Company or another member of the group) who the board determines is:</p> <ul style="list-style-type: none">(a) an executive; and(b) is entitled to participate in the ESOP.

Invitation to participate	<p>The Board may, at its absolute discretion, determine which executives are entitled to participate in the ESOP and may issue invitations to apply for the grant of securities to executives, or a relative or associate nominated by the executive.</p> <p>On the issue of invitations to apply for Shares and/or Options, the Company must send to the selected executive an application which must be signed by that executive and returned to the Company within 10 business days.</p>
Entitlement	Subject to the terms of the ESOP, each option entitles the holder to subscribe for one fully paid ordinary share in the Company (Share) on the exercise of the Option.
Number of Options	<p>The number of Shares and Options which may be issued under the ESOP when aggregated with:</p> <ul style="list-style-type: none"> (a) the number of Shares that may be issued under any employee share/option acquisition plan and the number of Shares that would be issued if all Options granted under all employee share/ options plans of the Company were exercised; and (b) the number of Shares issued by the Company during the preceding 5 years under any employee share/ option plan, <p>must not exceed 5% of the issued Ordinary Shares at the time of the relevant grant.</p>
Exercise price	The issue price for ordinary shares and the exercise price of options will be the price fixed by the Board prior to their grant.
Expiry date	The expiry date will be the date as shown as the expiry date on the face of a share certificate or an option certificate. The Shares to not expire.
Option assignment	Optionholders cannot assign Options (or any interest or right in respect of them). This does not prevent the exercise of Options by the estate of a deceased Optionholder.
Adjustments to Options	Any adjustment to the exercise price under a reorganisation of the Company's share capital must be made in accordance with the Listing Rules.
Exercising Options	<p>Subject to any specific restrictions provided in the ESOP, an Optionholder may exercise some or all of their Options. An Optionholder may only exercise Options by lodging with the Company during the exercise period:</p> <ul style="list-style-type: none"> (a) the relevant option certificate; and (b) a duly completed and signed exercise notice; and (c) the subscription monies for the relevant Shares being the number of Options exercised multiplied by the exercise price.
Ranking of Shares	<p>Any Share allotted under this plan or pursuant to the exercise of Options will:</p> <ul style="list-style-type: none"> (a) in the case of Shares allotted and issued under the ESOP, rank equally in all respects with all other Shares on issue at the time of allotment; (b) in the case of Shares originally under Option, rank equally in all respects with all other Shares on issue at the relevant exercise date; and (c) in the case of any Shares or other securities under option by virtue of any bonus issue, rank equally in all respects with all other Shares or securities issued by virtue of the bonus issue.
Option cancellation	<p>Unless otherwise determined by the Board prior to issue or at any time before the expiry date shown on the relevant option certificate, an Option will expire on the first to occur of the following:</p> <ul style="list-style-type: none"> (a) the date shown as the expiry date on the relevant option certificate; (b) the date on which the executive is dismissed by the Company (or another member of the group) for any reason; (c) the date on which the executive resigns from the service of the Company (or another member of the group), if he or she resigns within 2 years after the relevant grant date; (d) the date which falls 7 days after the date on which the executive resigns from the service of the Company (or another member of the group), if he or she resigned more than 2 years after the relevant grant date; (e) the date which falls 180 days after the date on which the executive retires, if he or she retires upon or after attaining the age of 65, or otherwise with consent of the Board; (f) the date which falls 180 days after the date on which the executive is retrenched from the service of the Company or another member of the Group; (g) the date which falls 365 days after the date of death or total and permanent disability (evidenced to the satisfaction of the Board) of the executive; or (h) the date on which the executive is declared bankrupt.

Part E: Ratification of Prior Issue of Shares

RESOLUTION 7 – RATIFICATION OF PRIOR ISSUE OF SHARES

On 2 August 2015, the Company sought quotation for 13,470 fully paid ordinary shares which were issued by the Company as part of the earn out payment for the 2014 calendar year payable by the Company in connection with its acquisition of CDOL as announced earlier on 12 March 2014. The Company issued these Shares utilising the Company's existing capacity under Listing Rule 7.1.

Resolution 7 proposes that Shareholders approve and ratify the issue and allotment of the 13,470 Shares issued under Listing Rule 7.1.

Listing Rule 7.1 allows the Board of an ASX listed entity to issue up to 15% of the Company's issued capital in any 12 month period without the approval of the Shareholders of the Company.

Listing Rule 7.4 sets out an exception to Listing Rule 7.1. It provides that where an ASX listed entity at a meeting of Shareholders ratifies the previous issue of securities made pursuant to Listing Rules 7.1 (and provided that the previous issue did not breach Listing Rule 7.1) those securities will be deemed to have been made with Shareholder approval for the purpose of Listing Rule 7.1.

The effect of approval of Resolution 7 is to allow the Board of the Company to issue additional equity securities within the 15% limit under Listing Rule 7.1 after this Resolution is adopted, instead of having to wait until 1 May 2016 (being 12 months after the issue of Options subject of this Resolution).

Information Required by ASX Listing Rule 7.5

The following information in relation to the shares is provided to shareholders for the purposes of Listing Rule 7.5.

- (a) 13,470 Shares were issued by the Company.
- (b) The Shares has an issue price of \$2.91 per Share.
- (c) The Shares are fully paid ordinary shares and rank equally in all aspects with all existing fully paid ordinary shares previously issued by the Company.
- (d) The Shares were issued to the vendors of CDOL
- (e) The Shares were issued by the Company as part of the earn out payment for the 2014 calendar year payable by the Company in connection with its acquisition of CDOL as announced earlier on 12 March 2014.

Part F: Issue of Shares to Management

The Board wishes to remunerate two of its Executive Directors with ordinary shares pursuant to the Company's Executive Share and Option Plan.

The intended recipients of the shares are as follows:

Intended Recipient	Relationship with Company	Maximum amount of shares
Dr Kenneth Martin Carr	Managing Director	28,089
Mr Anthony Peter Toohey	Executive Director and Deputy Chairman	70,224
Total		98,313

Table 1 –Shares which may be issued under ESOP

As at 14 October 2015, the Company has on issue 17,634,492 ordinary shares and nil options. Therefore, if all shares approved for issue under Resolutions 8 and 9 are issued by the Company, on a fully diluted basis, these shares would represent a dilutionary effect of 0.58%.

Related-party Shareholder approval for the issue of the shares to Messrs Carr and Toohey will be considered under Resolutions 8 and 9 of this Notice of Meeting.

RESOLUTIONS 8 & 9 – RELATED PARTY APPROVALS

Background and Biographies

As noted in the table above, Dr Kenneth Martin Carr is the Managing Director of the Company. Mr Anthony Peter Toohey also serves on the Board as Deputy Chairman and Executive Director.

Dr Carr is an experienced public company CEO. He has strong financial, marketing and product development skills in high technology business. Dr Carr holds a Doctorate of Business Administration as well as a Master's in Business Administration.

Mr Toohey joined the Company and the Board in March 2004. Mr Toohey was the CEO and Managing Director of the Company from March 2004 until September 2014 and has continued his association with the Company as Deputy Chairman and Executive Director. Mr Toohey is an accomplished senior executive in the club, entertainment and gaming industries, with a proven track record of success in increasing sustainable competitive advantage and creating a strong platform for continuing growth. His background includes General Management positions held at Wentworthville Leagues, Wests Leagues, Illawarra and Dee Why RSL Clubs.

ASX Listing Rule Related Party Approvals

Listing Rule 10.14 provides that the Company, as an ASX listed entity, must not issue equity securities to a related party under an employee incentive scheme without Shareholder approval.

A "related party" for the purposes of the Listing Rules is widely defined and includes a director of a public company or a spouse of a director of a public company. Given that Messrs Carr and Toohey are existing Directors of the Company, they are both "related parties" of the Company.

Under Resolutions 8 and 9, the Company seeks Shareholder approval for the issue and allotment of:

- (a) a total of up to 28,089 of ordinary shares to Dr Carr (or his nominee) as part of his remuneration; and
- (b) a total of up to 70,224 of ordinary shares to Mr Toohey (or his nominee) as part of his remuneration.

For the purposes of Chapter 2E of the Corporations Act, Messrs Carr and Toohey are all "related parties" and the issue of securities to each of them, constitutes the giving of a financial benefit.

Chapter 2E of the Corporations Act prohibits the Company from giving a financial benefit to a related party of the Company unless either:

- (a) the giving of the financial benefit falls within one of the nominated exceptions to the provisions; or
- (b) prior Shareholder approval is obtained prior to the giving of the financial benefit.

The Board (with each affected Director being removed from discussions) carefully considered the issue of these Shares to each of the intended recipients, and formed the view that the giving of this financial benefit to each of them as part of their remuneration, would be reasonable, given the circumstances of the Company and the responsibilities held by each of the relevant Directors as officers of the Company.

The Board believes that the issue of these shares to Messrs Carr and Toohey fall within the "reasonable remuneration" exception as set out in section 211 of the Corporations Act, and relies on this exception for the purposes of Resolutions 8 and 9.

Information Required by Listing Rule 10.15

The following information in relation to the issue of the shares to Messrs Carr and Toohey (or their nominees) is provided to Shareholders for the purposes of Listing Rule 10.15:

- (a) The related parties are Messrs Kenneth Martin Carr and Anthony Peter Toohey respectively the Managing Director and the Deputy Chairman/Executive Director of the Company.
- (b) The maximum number of ordinary shares to be issued to Dr Kenneth Martin Carr (or his nominee) is 28,089 Shares.
- (c) The maximum number of ordinary shares to be issued to Mr Anthony Peter Toohey (or his nominee) is 70,224 Shares.
- (d) The deemed price, based on the 30 day VWAP calculation up to 1 July 2014 is \$3.56. Please note, these Shares will be issued for nil consideration.
- (e) Mr Anthony Peter Toohey is the only person to date who has received securities under the scheme since the last approval. The total number of Shares received to date is a total amount of 66,666 Shares.
- (f) The persons entitled to participate in the scheme includes any person who the Board determines is an executive and is entitled to participate in the ESOP.
- (g) There are no applicable loans to disclose to the market.
- (h) The ordinary shares will be issued within 12 months of Shareholder approval being obtained by the Company (or otherwise, as determined by the ASX in the exercise of their discretion).

ENQUIRIES

Shareholders are asked to contact Mr Alistair McKeough, Company Secretary, on (+61 2) 8072 1400 if they have any queries in respect of the matters set out in these documents.

GLOSSARY

AEDT means Australian Eastern Daylight Time as observed in Sydney, New South Wales.

Annual Financial Report means the 2015 Annual Report to Shareholders for the period ended 30 June 2015 as lodged by the Company with ASX on 24 September 2015.

Annual General Meeting or **AGM** or **Meeting** means an Annual General Meeting of the Company and, unless otherwise indicated, means the meeting of the Company's members convened by this Notice of Meeting.

ASIC means Australian Securities and Investment Commission.

Associate has the meaning given to it by the ASX Listing Rules.

ASX means ASX Limited (ACN 008 624 691) or the financial market operated by it, as the context requires, of 20 Bridge Street, Sydney, NSW 2000.

ASX Listing Rules or **Listing Rules** means the official ASX Listing Rules of the ASX and any other rules of the ASX which are applicable while the Company is admitted to the official list of the ASX, as amended or replaced from time to time, except to the extent of any express written waiver by the ASX.

Auditor's Report means the auditor's report of UHY Haines Norton dated 24 September 2015 as included in the Annual Financial Report.

Board means the current board of Directors of the Company.

Business Day means a day on which trading takes place on the stock market of ASX.

Chair means the person chairing the Meeting.

Company means eBET Limited (ACN 056 210 774) of Unit 13, 112-118 Talavera Road, North Ryde, NSW 2113.

Constitution means the Company's constitution.

Corporations Act means the Corporations Act 2001 (Cth) as amended or replaced from time to time.

Director means a current director of the Company.

Directors' Report means the report of Directors as included in the Annual Financial Report.

Dollar or "**\$**" means Australian dollars.

Explanatory Statement means the explanatory statement accompanying this Notice of Meeting.

ESOP means the Executive Share and Option Plan, approved by the Company at its Annual General Meeting held on 27 November 2009.

Executive means all the Directors of the Company, including both executive and non-executive directors.

Notice of Meeting or **Notice of Annual General Meeting** means this notice of annual general meeting dated 23 October 2015 including the Explanatory Statement.

Option means an option to acquire a Share.

Optionholder means the person registered in the Company's option register as the holder of Options;

Proxy Form means the proxy form attached to this Notice of Meeting.

Remuneration Report means the remuneration report as set out in the Annual Financial Report which is also available on the Company's website at www.ebetgroup.com.

Resolutions means the resolutions set out in this Notice of Meeting, or any one of them, as the context requires.

Restricted Voter means a member of the Company's key management personnel (including the Directors) details of whose remuneration are included in the Remuneration Report and any of that person's Closely Related Parties or Associates (such as close family members and any controlled companies of those persons).

Securities mean Shares and/or Options (as the context requires).

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

Shareholder means a holder of a Share.

Spill Meeting means the meeting that will be convened within 90 days of the 2016 AGM if a threshold of votes are cast against the adoption of the Remuneration Report at the Meeting and the 2016 AGM.

Spill Resolution means the resolution required to be put to Shareholders at the 2016 AGM if a threshold of votes are cast against the adoption of the Remuneration Report at the Meeting and the 2016 AGM.

VWAP means the volume weighted average price, with respects to the price of Shares.



ABN 59 056 210 774

Lodge your vote:



Online:

www.investorvote.com.au



By Mail:

Computershare Investor Services Pty Limited
GPO Box 242 Melbourne
Victoria 3001 Australia

Alternatively you can fax your form to
(within Australia) 1800 783 447
(outside Australia) +61 3 9473 2555

For Intermediary Online subscribers only
(custodians) www.intermediaryonline.com

For all enquiries call:

(within Australia) 1300 850 505
(outside Australia) +61 3 9415 4000

000001 000 EBT
MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030

Proxy Form

XX



Vote and view the annual report online

- Go to www.investorvote.com.au or scan the QR Code with your mobile device.
- Follow the instructions on the secure website to vote.

Your access information that you will need to vote:

Control Number: 999999

SRN/HIN: I9999999999 PIN: 99999

PLEASE NOTE: For security reasons it is important that you keep your SRN/HIN confidential.



For your vote to be effective it must be received by 9:30am (AEDT) Sunday 22 November 2015

How to Vote on Items of Business

All your securities will be voted in accordance with your directions.

Appointment of Proxy

Voting 100% of your holding: Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote or abstain as they choose (to the extent permitted by law). If you mark more than one box on an item your vote will be invalid on that item.

Voting a portion of your holding: Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

Appointing a second proxy: You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

A proxy need not be a securityholder of the Company.

Signing Instructions for Postal Forms

Individual: Where the holding is in one name, the securityholder must sign.

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

Power of Attorney: If you have not already lodged the Power of Attorney with the registry, please attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: Where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please sign in the appropriate place to indicate the office held. Delete titles as applicable.

Attending the Meeting

Bring this form to assist registration. If a representative of a corporate securityholder or proxy is to attend the meeting you will need to provide the appropriate "Certificate of Appointment of Corporate Representative" prior to admission. A form of the certificate may be obtained from Computershare or online at www.investorcentre.com under the help tab, "Printable Forms".

Comments & Questions: If you have any comments or questions for the company, please write them on a separate sheet of paper and return with this form.

**GO ONLINE TO VOTE,
or turn over to complete the form** ➔

MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030

☐

Change of address. If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes.



I 9999999999

IND

Proxy Form

Please mark ☒ to indicate your directions

STEP 1 Appoint a Proxy to Vote on Your Behalf

XX

I/We being a member/s of eBET Limited hereby appoint

☐

the Chairman
of the Meeting **OR**



PLEASE NOTE: Leave this box blank if you have selected the Chairman of the Meeting. Do not insert your own name(s).

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the Meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the Annual General Meeting of eBET Limited to be held at the Radisson Blu Hotel, Press Room 1 & 2, 27 O'Connell Street, Sydney NSW 2000 on Tuesday, 24 November 2015 at 9:30am and at any adjournment or postponement of that Meeting.

Chairman authorised to exercise undirected proxies on remuneration related resolutions: Where I/we have appointed the Chairman of the Meeting as my/our proxy (or the Chairman becomes my/our proxy by default), I/we expressly authorise the Chairman to exercise my/our proxy on Items 1, 6, 8 and 9 (except where I/we have indicated a different voting intention below) even though Items 1, 6, 8 and 9 is connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chairman.

The Chairman of the Meeting intends to vote undirected proxies in favour of each Item of business.

Important Note: If the Chairman of the Meeting is (or becomes) your proxy you can direct the Chairman to vote for or against or abstain from voting on Items 1, 6, 8 and 9 by marking the appropriate box in step 2 below.

STEP 2 Items of Business



PLEASE NOTE: If you mark the **Abstain** box for an item, you are directing your proxy not to vote on your behalf on a show of hands or a poll and your votes will not be counted in computing the required majority.

		For	Against	Abstain
Resolution 1	Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Re-election of Mr Paul Norman Oneile as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Re-election of Dr Allan Clive Sullivan as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4	Change of Company Name	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5	Adoption of a New Constitution	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 6	Re-approval of eBET Executive Share and Option Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 7	Ratification of Prior Issue of Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 8	Related Party Approval of Future Issue of Shares to Dr Kenneth Martin Carr	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 9	Related Party Approval of Future Issue of Shares to Mr Anthony Peter Toohey	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business. In exceptional circumstances, the Chairman of the Meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made.

SIGN

Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

Contact
Name

Contact
Daytime
Telephone

_____ / _____ / _____

Date

E B T

2 0 2 8 7 2 A

Computershare +