

17 April 2020

**NOTICE OF GENERAL MEETING – 22 MAY 2020 – AND
INVESTOR CALL 28 APRIL 2020**

- **Update on BetMakers and Waterhouse Group commercial arrangements**
- **Approval of the issue of Performance Rights (and such Options to be issued on conversion of the Performance Rights) to the Waterhouse Group**
- **Ratification of prior issue of Placement Shares to reinstate BetMakers' 15% Placement Capacity**
- **Online webinar with CEO, Todd Buckingham and Tom Waterhouse scheduled for Tuesday, 28 April 2020 at 11:00am (AEST)**

The Board of BetMakers Technology Group Ltd (ASX:BET) (the "Company" or "BetMakers") is pleased to advise that it will hold a General Meeting scheduled for 9am (AEST) on 22 May 2020, with the purpose of:

- approving the issue of performance rights convertible into options ("Performance Rights") to Waterhouse VC Pty Ltd ("Waterhouse VC") under the terms of the commercial agreements signed with the Waterhouse Group¹ ("Commercial Agreements") as announced to the market on 28 January 2020 and 2 April 2020; and
- ratifying the issue of ordinary shares in the Company ("Placement Shares") issued to certain sophisticated and institutional investors under the placement announced to the market on 7 November 2019 ("Placement").

The Notice of General Meeting has been released to the market today.

In addition, the Company would also like to provide an update on the commercial deals between BetMakers and the Waterhouse Group.

Update on BetMakers and Waterhouse Group commercial arrangements

On 28 January 2020, the Company announced that it had signed conditional Commercial Agreements with the Waterhouse Group to build and operate new wagering products.

1. Acquisition and retention tool for online wagering operators

Utilising BetMakers' existing technologies, the Company has developed a betting platform inside the Tomwaterhouse.com application (the "App"). With more than 80,000 members who have subscribed and receive racing tips via the App, there is a built-in audience of punters that bookmakers are looking to connect with.

Customers of the App will be able to access their nominated bookmaker accounts within the App. They can then receive tips and place bets all within the App.

¹ The Waterhouse Group comprises Tom Waterhouse Punting Pty Ltd ACN 625 660 648, Waterhouse VC and Tarpin Finance Pty Ltd ACN 622 556 423.



Commercialisation of the App comes from acquiring customers on behalf of bookmakers. BetMakers has started securing deals with bookmakers ahead of the product launch expected to occur in June 2020.

2. Managed Trading Services

The Company and the Waterhouse Group have jointly developed a service called Managed Trading Services (“MTS”) which allows wagering operators to outsource part or all of their race day trading.

MTS customers will come from online wagering operators that are looking to minimise their fixed resource costs in running a race book offering. The Company expects to announce a number of MTS deals over the coming months.

Approval of the issue of Performance Rights (and such Options to be issued on conversion of the Performance Rights) to Waterhouse VC

As part of the Commercial Agreements, the Company agreed to issue the Performance Rights to Waterhouse VC, subject to obtaining Shareholder and any other regulatory approvals. Commencement of the Commercial Agreements are also subject to the Company obtaining Shareholder and any other regulatory approvals in respect of the issue of the Performance Rights.

As part of the deal, BetMakers will receive revenues generated from arrangements with the Waterhouse Group. Waterhouse VC will receive Performance Rights which will convert into options over ordinary shares in BetMakers (“Options”). The number of Options which may be issued on conversion of the Performance Rights will be calculated with reference to the amount of audited gross revenue generated under the shared arrangements between commencement of the Commercial Agreements and 31 December 2022 (“Term”). Each Option issued will have an exercise price of \$0.18, and a two (2) year exercise period. For every dollar of revenue the shared arrangements generate, Waterhouse VC shall receive 5.56 Options ($\$1.00 / \$0.18 = 5.56$) (Note: the conversion of the Performance Rights into Options are subject to minimum revenue thresholds).

As part of the Commercial Agreements, the number of Options Waterhouse VC can receive on conversion of the Performance Rights is capped at a maximum of 94,741,686 Options. Therefore, in order for Waterhouse VC to be issued the maximum number of Options, the shared arrangements would need to generate at least \$17,053,504 in audited gross revenue during the Term.

Waterhouse VC is also required to pay the exercise price to BET upon exercising its Options. For example, should Waterhouse VC be issued and exercise 94,741,686 Options into ordinary shares, it would be required to pay BetMakers \$17,053,504 in cash to do so.

The Board of BetMakers recommends voting in favour of the resolution at the general meeting approving the above transaction.

Ratification of prior issue of Placement Shares to reinstate BetMakers’ 15% Placement Capacity

On 7 November 2019, the Company announced that it had completed the Placement of 18,904,110 Placement Shares to sophisticated and institutional investors. The Placement raised a total of \$2.76 million (before costs) at \$0.146 per Placement Share. The proceeds of the Placement were used to contribute to the Company’s growth initiatives and working capital, and to strengthen the Company’s balance sheet.

Approval is now sought pursuant to ASX Listing Rule 7.4 to ratify the issue of the Placement Shares. Such approval will refresh the Company’s ability to issue that number of securities in the future without seeking Shareholder approval.



If this resolution is passed, the Placement Shares will be excluded in calculating the Company's 15% placement capacity under ASX Listing Rule 7.1, effectively increasing the number of securities it can issue without obtaining Shareholder approval over the 12-month period following the issue date.

The Board of BetMakers recommends voting in favour of the resolution at the general meeting ratifying the above transaction.

Please refer to the Company's Notice of General Meeting released today for further information in relation to the above items.

The CEO of BetMakers, Mr Todd Buckingham, along with Tom Waterhouse, will be holding an online webinar to discuss the items noted in the Notice of General Meeting. To register your interest please email: investors@thebetmakers.com.

Date: Tuesday, 28 April 2020
Time: 11:00am (AEST)

After registering, you will receive a confirmation email containing information about joining the webinar.

Should you require further assistance please contact our Investor and Media Relations Manager, Jane Morgan, on the details below.

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- assumptions regarding the Company's financial position, business strategies, plans and objectives of management for future operations and development and the environment in which the Company will operate; and
- current views, expectations and beliefs as at the date they are expressed and which are subject to various risks and uncertainties.

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