



## NOTICE OF ANNUAL GENERAL MEETING

**BETMAKERS TECHNOLOGY GROUP LIMITED ACN 164 521 395**

**TIME:** 12:00pm (AEDT)

**DATE:** Tuesday, 22 November 2022

**PLACE:** Suite 19, Level 2/50 Glebe Rd, The Junction NSW  
2291 **and** streamed live virtually for Shareholders to  
view and participate

### **Important notice**

This Notice of Annual General Meeting should be read in conjunction with the Explanatory Memorandum. The Explanatory Memorandum contains important information about the matters to be considered at the Annual General Meeting of BetMakers Technology Group Limited and to assist shareholders to determine how to vote on the Resolutions set out in this Notice.

Should you wish to discuss any of the matters detailed in this Notice, please do not hesitate to contact the Company Secretary on +61 3 9614 2444 or [companysecretary@thebetmakers.com](mailto:companysecretary@thebetmakers.com).

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## **Notice of Annual General Meeting of Shareholders of BetMakers Technology Group Limited**

Notice is given that the annual general meeting of Shareholders of BetMakers Technology Group Limited ACN 164 521 395 (the **Company**) will be held:

- on **Tuesday, 22 November 2022 at 12:00pm (AEDT)**
- in person at Suite 19, Level 2/50 Glebe Rd, The Junction NSW 2291 **and**
- streamed live virtually for Shareholders to view and participate.

Please see Important Information section below for details.

### **Important Information**

#### **Your vote is important**

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

#### **Voting eligibility**

The Directors have determined pursuant to regulation 7.11.37 of the *Corporations Regulations 2001* (Cth) that the persons eligible to vote at the Meeting are those who are registered Shareholders at 7:00pm AEDT on Sunday, 20 November 2022.

#### **Voting in person at the Meeting**

Shareholders will be able to attend and vote at the Meeting in person. To vote in person, attend the Meeting at the time, date and place set out above.

#### **Voting by proxy or online prior to Meeting**

The Meeting will also be streamed live via webcast for Shareholders to view the Meeting.

The Company urges all Shareholders to please utilise the online facilities offered. Shareholder will be able to view the live webcast of the Meeting, vote online in real time and ask Directors questions online.

To vote by proxy prior to the Meeting, you will need to appoint a proxy and either direct the proxy how to vote on each Resolution, or allow the proxy to exercise their discretion in voting your shares.

To appoint a proxy online, please go to <https://investor.automic.com.au/#/loginsah> and follow the instructions on your Voting Form.

You may also appoint a proxy by completing and signing the enclosed Voting Form and returning it by the time and in accordance with the instructions set out on the Voting Form.

Proxies will be able to:

- attend the Meeting in person, vote in accordance with their proxy instructions and ask Directors questions in person; or
- view the live webcast of the Meeting, vote online in real time in accordance with their proxy instructions and ask Directors questions online.

In accordance with section 249X of the Corporations Act, Shareholders are advised that:

- each Shareholder has a right to appoint a proxy; and
- the proxy need not be a Shareholder of the Company; and
- a Shareholder who is entitled to cast 2 or more votes may appoint 2 proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If the Shareholder appoints 2 proxies and the appointment

does not specify the proportion or number of the Shareholders' votes, then in accordance with section 249X(3) of the Corporations Act, each proxy may exercise one-half of the votes.

#### Proxy vote if appointment specifies way to vote

Section 250BB(1) of the Corporations Act provides that an appointment of a proxy may specify the way the proxy is to vote on a particular Resolution and if it does:

- the proxy need not vote on a show of hands, but if the proxy does so, the proxy must vote that way (ie. as directed); and
- if the proxy has 2 or more appointments that specify different ways to vote on the Resolution, the proxy must not vote on a show of hands; and
- if the proxy is the Chair, the proxy must vote on a poll, and must vote that way (ie. as directed); and
- if the proxy is not the Chair, the proxy need not vote on the poll, but if the proxy does so, the proxy must vote that way (ie. as directed).

#### Transfer of non-chair proxy to Chair in certain circumstances

Section 250BC of the Corporations Act provides that, if:

- an appointment of a proxy specifies the way the proxy is to vote on a particular Resolution at the Meeting; and
- the appointed proxy is not the Chair; and
- at the Meeting, a poll is duly demanded on the Resolution, or is otherwise required under section 250JA, on the question that the Resolution be passed; and
- either of the following applies:
  - the proxy is not recorded as attending the Meeting; or
  - the proxy does not vote on the Resolution,

the Chair is taken, before voting on the Resolution closes, to have been appointed as the proxy for the purposes of voting on the Resolution at the Meeting.

#### **Direct voting**

In accordance with 14.23 of the Constitution, the Directors have:

- determined that for the Meeting, a shareholder that is entitled to attend and vote at the Meeting may submit a direct vote; and
- approved the matters specified below as the means by which Shareholders may deliver a direct vote.

A Shareholder entitled to attend and vote at the Meeting may direct vote by:

- delivering prior to the Meeting a valid notice of their voting intention by means of a direct vote; or
- delivering a direct vote during the Meeting if participating online.

#### Direct voting prior to the Meeting

A Shareholder may deliver a direct vote by indicating on the Voting Form that they are casting their vote directly and then placing a mark in one of the boxes opposite each item of business on the Voting Form. All of the Shareholder's shares will be voted in accordance with such direction, unless the Shareholder indicates that their direction is:

- to vote only a portion of their votes on any item; or
- to cast their votes in different ways on any item, by inserting the number of shares in the appropriate box or boxes.

If a Shareholder indicates that they are lodging their votes directly and then does not mark any of the boxes on a given item, no direct vote will be recorded on that item.

If a Shareholder indicates that they are delivering their votes directly and then marks more than one box on an item, their vote on that item will be invalid. If a Shareholder inserts a number of shares in boxes on any item that in total exceeds the number of shares that the Shareholder holds as at the voting entitlement time, the Shareholder's vote on that item will be invalid, unless the Shareholder inserted the number of shares in one box only, in which case it will be taken to be valid for the total number of shares held at that time.

#### Direct voting during the Meeting

To attend the Meeting virtually please follow the instructions below on your computer, tablet or smartphone. Online registration will open 30 minutes before the meeting. To make the registration process quicker, please have your SRN/HIN and registered postcode or country code ready.

Proxyholders will need to contact Automic prior to the meeting to obtain their login details.

Shareholders who wish to participate in and vote at the Meeting online can access the Meeting as follows:

- Open your internet browser and go to **investor.automic.com.au**
- Login with your username and password or click "**register**" if you haven't already created an account.  
**Shareholders are encouraged to create an account prior to the start of the meeting to ensure there is no delay in attending the virtual Meeting.**

- After logging in, a banner will be displayed at the bottom of the screen to indicate that the Meeting is open for registration, click on “**Register**” when this appears. Alternatively, click on “**Meetings**” on the left-hand menu bar to access registration.
- Click on “**Register**” and follow the steps.
- Click on the URL to join the webcast where you can view and listen to the virtual Meeting.
- Once the Chair of the Meeting has declared the poll open for voting click on “**Refresh**” to be taken to the voting screen.
- Select your voting direction and click “**confirm**” to submit your vote. **Note that you cannot amend your vote after it has been submitted.**

Attending the Meeting online enables Shareholders to view the Meeting live and to also ask questions and cast votes at the appropriate times whilst the Meeting is in progress.

#### Creating an Account with the Share Registry

To create an account with the Share Registry, please go to the Automic website (<https://investor.automic.com.au/#/home>), click on ‘register’ and follow the steps. Shareholders will require their holder number (Securityholder Reference Number (SRN) or Holder Identification Number (HIN)) to create an account with Automic.

Further information and support on how to use the platform is available on the Share Registry website – [www.automic.com.au](http://www.automic.com.au). It is recommended that you register to use the registry website well in advance of the Meeting to save time on the day of the Meeting. Should you have any difficulties, you can contact the registry by telephone on 1300 288 664 (within Australia) and +61 2 9698 5414 (overseas).

A complete guide to registering your attendance and voting at the virtual meeting is also available to view and download from <https://www.automicgroup.com.au/virtual-agms/>.

#### **Corporate representatives**

A Shareholder that is a body corporate may appoint an individual to act as its representative at the Meeting by providing a duly executed certificate of appointment of corporate representative (**Certificate**). Unless otherwise specified in the Certificate, the representative may exercise all or any of the powers that the body corporate may exercise at the Meeting or in voting on a Resolution. A Certificate is available upon request from the Share Registry.

Appointments must be lodged in advance of the Meeting with the Company’s Share Registry.

# BUSINESS OF THE ANNUAL GENERAL MEETING

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## 1. Financial Statements and Reports

To receive and consider the Annual Report of the Company for the financial year ended 30 June 2022, including the financial statements, Directors' Report, the Remuneration Report and the auditor's report.

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## 2. Resolution 1 – Adoption of Remuneration Report

To consider and, if thought fit, to pass, with or without amendment, the following Resolution as a non-binding resolution:

*“THAT, for the purposes 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 Report for the financial year ended 30 June 2022”.*

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

### Voting Exclusion Statement:

A vote on this Resolution must not be cast (in any capacity) by or on behalf of any Restricted KMP Voter. However, a Restricted KMP Voter may cast a vote on this Resolution as a proxy if the vote is not cast on behalf of a Restricted KMP Voter and either:

- the Restricted KMP Voter is appointed as a proxy by writing that specifies the way the proxy is to vote on this Resolution; or
  - the Restricted KMP Voter is the Chair and the appointment of the Chair as proxy:
    - does not specify the way the proxy is to vote on this Resolution; and
    - expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.
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## 3. Resolution 2 – Re-Election of Director – Rebekah Giles

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

*“THAT Rebekah Giles, having retired from their office as Director in accordance with clause 15.10 of the Constitution and ASX Listing Rule 14.4, and being eligible, having offered themselves for election, be elected as a Director of the Company.”*

The Chair intends to vote all undirected proxies in favour of this Resolution.

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## 4. Resolution 3 – Re-Election of Director – Anna Massion

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

*“THAT Anna Massion, having retired from their office as Director in accordance with clause 15.10 of the Constitution and ASX Listing Rule 14.4, and being eligible, having offered themselves for election, be elected as a Director of the Company.”*

The Chair intends to vote all undirected proxies in favour of this Resolution.

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## 5. Resolution 4 – Re-Election of Director – Nicholas Chan

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

*“THAT Mr Nicholas Chan, having retired from his office as Director in accordance with clause 15.6 of the Constitution and ASX Listing Rule 14.5, and being eligible, having offered himself for election, be elected as a Director of the Company.”*

The Chair intends to vote all undirected proxies in favour of this Resolution.

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## 6. Resolution 5 – Approval to Amend the 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, approval is given for the amendment of the Constitution of the Company, on the terms and conditions as set out in the Explanatory Memorandum.”*

The Chair intends to vote all undirected proxies in favour of this Resolution.

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**7. Other Business**

To transact any other business which may legally be brought before the Meeting.

**Dated: 20 October 2022**

**By order of the Board**

**Charly Duffy**  
**Company Secretary**

For personal use only

## 1 Financial Statements and Reports

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In accordance with the Constitution, the business of the Meeting will include receipt and consideration of the Annual Report of the Company for the financial year ended 30 June 2022 together with the declaration of the Directors, the Directors' Report, the Remuneration Report and the Auditor's Report.

The Company will not provide a hard copy of the Annual Report to Shareholders unless specifically requested to do so. The Company's Annual Report is available on its website at <https://betmakers.com/future-vision/>

Shareholders will be given a reasonable opportunity to ask questions and make comments on the reports, and on the management of the Company, and to ask questions of the auditor.

## 2 Resolution 1 – Adoption of Remuneration Report

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### 2.1 General

The Corporations Act requires that, at a listed company's annual general meeting, a resolution that the remuneration report be adopted must be put to the shareholders. However, such a resolution is advisory only and does not bind the company or the directors of the company.

The Remuneration Report sets out the Company's remuneration arrangements for the Directors and other Key Management Personnel of the Company. The Remuneration Report is part of the Directors' Report contained in the Annual Report. The Chair must allow a reasonable opportunity for its Shareholders to ask questions about or make comments on the Remuneration Report at the Annual General Meeting.

### 2.2 Voting consequences

Under the Corporations Act, a company is required to put to its shareholders a resolution proposing the calling of another meeting of shareholders to consider the appointment of directors of the company (**Spill Resolution**) if, at two consecutive annual general meetings, at least 25% of the votes cast on a resolution in respect of a remuneration report vote against the adoption of the remuneration report and at the first of those annual general meetings a Spill Resolution was not put to a vote. If required, the Spill Resolution must be put to vote at the second of those annual general meetings.

If more than 50% of votes cast are in favour of the Spill Resolution, the company must convene a shareholder meeting (**Spill Meeting**) within 90 days of the second annual general meeting. If a Spill Resolution is put to shareholders, all of the directors of the company who were in office when the directors' report (as included in the company's annual financial report for the most recent financial year) was approved, other than the managing director of the company, will cease to hold office immediately before the end of the Spill Meeting but may stand for re-election at the Spill Meeting. Following the Spill Meeting each person whose election or re-election as a director of the company was approved will continue as a director of the company.

### 2.3 Previous voting results

At the Company's previous annual general meeting, the votes cast against the Remuneration Report considered at that annual general meeting were less than 25% of votes cast. Accordingly, a Spill Resolution is not required for this Annual General Meeting.

## 2.4 Proxy voting restrictions

Shareholders appointing a proxy for this Resolution should note the following:

Person appointed as proxy	Where directions are given on Voting Form	Where no directions are given on Voting Form
Key Management Personnel <sup>1</sup>	Vote as directed	Unable to vote <sup>3</sup>
Chair <sup>2</sup>	Vote as directed	Able to vote at discretion of proxy if expressly authorised to do so under the Voting Form <sup>4</sup>
Other	Vote as directed	Able to vote at discretion of proxy

### Notes:

<sup>1</sup> Refers to Key Management Personnel (other than the Chair) whose remuneration details are included in the Remuneration Report, or a Closely Related Party of that Key Management Personnel.

<sup>2</sup> Refers to the Chair (where he/she is also a member of the Key Management Personnel whose remuneration details are included in the Remuneration Report), or a Closely Related Party of the Chair.

<sup>3</sup> Undirected proxies granted to these persons will not be voted and will not be counted in calculating the required majority if a poll is called on this Resolution.

The Voting Form notes that it is the Chair's intention to vote all undirected proxies in favour of all Resolutions.

## 3 Resolutions 2 and 3 – Re-Election of Additional Directors

### 3.1 General

Clause 15.10 of the Constitution requires that, if a person has been appointed as a Director by the Board as an addition to the existing Directors, that Director holds office until the conclusion of the Company's next annual general meeting following their appointment and is eligible for re-election at that meeting (but will not be taken into account in determining the number of directors who must retire by rotation).

Rebekah Giles was appointed as a Director by the Board under clause 15.10 of the Constitution on 8 February 2022. Anna Massion was appointed as a Director by the Board under clause 15.10 of the Constitution on 3 March 2022. Accordingly, each Director will retire as Director at the Meeting and, being eligible, will stand for re-election.

Personal particulars for Rebekah Giles and Anna Massion are set out below.

### 3.2 Rebekah Giles

Rebekah Giles has more than 20 years' experience as a legal practitioner working in private practice and specialising in contentious matters, specifically complex commercial and sensitive legal disputes, regulatory investigations, reputational risk, prosecution, and inquiries. Rebekah is the principal director of boutique legal firm Company (Giles) and has a diverse portfolio of non-executive directorships in government, sport, and private enterprise. Some of her current and past appointments include Chair of the Board of Governors for the Centennial Parklands Foundation (Sydney), Western Sydney Football Club (AFL GWS Giants), FrontRunners, SOBA (Sydney Olympic Park Business Association), Greyhound Racing NSW and the Association for Women in Insurance. Rebekah also has a long-standing interest in racing, with close connections to 2021 Melbourne Cup winner Very Ellelegant, 2021 Caulfield Cup winner Incentivise, and 2019 The Everest winner Yes Yes Yes.

### 3.3 Anna Massion

Anna Massion joined the Betmakers Board in March 2022 and currently serves as an Independent Non-Executive Director on several Boards including Playtech, PLC, AGS, and Artemis Strategic Investment Corp. Prior to joining the Betmakers board, Anna was a finance professional with over 20 years of expertise in the global gaming sector as an investor and investment advisor. From 2014-2019, she was a Senior Analyst for PAR Capital Management and previously served as a Director of Gaming, Lodging and Leisure Research at Hedgeye Risk Management, LLC, Vice President/Senior Research Analyst at Marathon Asset Management and at JP Morgan Vice President on the Proprietary Trading Desk. Anna holds a Bachelor of Science in Economics and a Master of Business Administration from The Wharton School at the University of Pennsylvania..

### 3.4 Board Recommendation

The Board (other than Rebekah Giles, who has abstained from making a recommendation on Resolution 2 due to their personal interest) recommends that you vote in favour of Resolution 2.



The Board (other than Anna Massion, who has abstained from making a recommendation on Resolution 3 due to their personal interest) recommends that you vote in favour of Resolution 3.

Each Director currently intends to vote their respective shareholdings in favour of each Resolution.

## 4 Resolution 4 – Re-Election of Director – Nicholas Chan

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### 4.1 General

Clause 15.6 of the Constitution requires that, if the Company has three or more Directors, one third of the Directors (except the Managing Director) (or if their number is not three or a multiple of three, then the number nearest but not exceeding one third) must retire at the Company's next annual general meeting. Clause 15.7 of the Constitution allows a Director who retires under clause 15.6 to be eligible for re-election at that meeting. Clause 15.6 of the Constitution further prescribes that the Director who has held their office as Director for the longest period of time is to retire and stand for re-election at the Meeting and, in the event that multiple persons became Directors on the same day, the Director to retire shall be determined by lot (unless otherwise agreed between themselves).

Mr Nicholas Chan was last re-elected by Shareholders at the 2020 annual general meeting. Given the tenure of the current Directors (other than the Managing Director) since each of their re-elections, Nicholas Chan has held office as Director for the longest period of time without re-election by Shareholders. Accordingly, Mr Chan will retire as Director at the Meeting and, being eligible, will stand for re-election.

Personal particulars for Mr Chan are set out below.

### 4.2 Mr Nicholas Chan

Nicholas (Nick) Chan has more than 30 years' experience in media and has held senior leadership and operational roles with leading Australian media companies.

Most recently, Nick was CEO of Bauer Media Australia and previously Group Chief Operating Officer at Seven West Media. Prior to this, Nick was CEO of Pacific Magazines, a subsidiary of Seven West Media, for 9 years. Nick joined Pacific Magazines from Text Media, where he was CEO and held a range of senior positions at ACP Publishing including Group Publisher and Chief Operating Officer.

Nick is a former Chairman of The Magazines Publishers of Australia and is currently consulting to several businesses in the digital, technology and marketing sectors.

### 4.3 Board Recommendation

The Board (other than Nicholas Chan who has abstained from making a recommendation on this Resolution due to their personal interest) recommends that you vote in favour of this Resolution. Each of the Directors currently intends to vote their respective shareholdings in favour of this Resolution.

## 5 Resolution 5 – Approval to Amend the Constitution

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### 5.1 General

Under section 136(2) of the Corporations Act, a company can modify its constitution or a provision of its constitution by special resolution. Accordingly, the Company seeks Shareholder approval to amend its Constitution by Special Resolution of Shareholders as set out below.

### 5.2 Background

The Company's current Constitution contemplates general meetings being held at a physical location, or at two or more locations using technology to facilitate attendance by Shareholders (**Hybrid Meeting**).

Following recent changes to the Corporations Act, meetings of members may be held physically, as a Hybrid Meeting, or if expressly permitted by the entity's constitution, virtually (provided that members, as a whole, are given a reasonable opportunity to participate in the meeting).

The Company proposes to update its Constitution to permit the holding of wholly virtual general meetings (**Amended Constitution**). The Board is of the view that the proposed amendments will provide the Company greater flexibility and accessibility in the conduct of its general meetings, and will ensure that Shareholders can

continue to exercise their rights to participate in and vote at meetings in circumstances where wholly virtual meetings are beneficial and in the interests of Shareholders.

The proposed amendments will also incorporate recent changes to the Corporations Act regarding the making of offers in connection with employee share schemes under Part 7.12 of the Corporations Act. In particular, the proposed amendment will allow the Company to increase the 5% issue cap under the Corporations Act in respect of offers for monetary consideration under the Employee Incentive Plan to 10%.

Consequential provisions are included to provide clarity around procedural matters, including that 'online' attendees are treated as being present in the meeting and are counted for a quorum.

### 5.3 Proposed Amendment

Shareholders can request a copy of the marked-up version of the Amended Constitution by contacting the Company Secretary at [companysecretary@thebetmakers.com](mailto:companysecretary@thebetmakers.com). A summary of the proposed amendments is also set out below:

Clause	Proposed amendment <sup>1</sup>
Clause 1.1	New definitions: <u>“ESS Interest” has the meaning under section 1100M(1) of the Corporations Act;</u> <u>“Virtual Meeting Technology” means any technology (including online platforms) that allows a person to participate in a meeting without being physically present at the meeting; and</u>
Clause 1.2	1.2.9 a word which indicates the singular also indicates the plural, a word which indicates the plural also indicates the singular, and a reference to any gender also indicates the other genders; <del>and</del> 1.2.10 a reference to the word "include" or "including" is to be interpreted without limitation; <u>and</u> <u>1.2.11 a reference to a “venue” of a meeting may be, but need not be, a physical place.</u>
Clause 1.3	1.3 A reference in this constitution to a shareholder being present at a meeting of shareholders is a reference to: 1.3.1 a shareholder present in person <u>or via Virtual Meeting Technology</u> ; or
New Clause 4.18	<u>Issue cap for offers involving monetary consideration under an employee incentive scheme</u> <u>4.18 For the purposes of section 1100V(2)(a) of the Corporations Act, the Company may only make an offer of ESS Interests if, at the time the offer is made, the Company reasonably believes:</u> <u>4.18.1 the total number of Shares that are, or are covered by, the ESS Interests of the Company that may be issued under the offer; and</u> <u>4.18.2 the total number of shares that are, or are covered by, the ESS Interests that have been issued, or could have been issued, under offers made under the Company’s employee share scheme at any time during the 3 year period ending on the day the offer is made,</u> <u>does not exceed 10% of the number of shares actually on issue as at the start of the day the offer is made.</u>
Clauses 13.2 – 13.5	<b><u>Use of technology at general meetings</u></b> <del>13.2 The Company may hold a general meeting at two or more venues using any technology that gives the shareholders as a whole a reasonable opportunity to participate.</del> <del>13.3 If the technology used in accordance with clause 13.2 encounters a technical difficulty, whether before or during the meeting, which results in a shareholder not being able to participate in the meeting, the chairperson may, subject to the Corporations Act and this constitution, allow the meeting to continue or may adjourn the meeting either for such reasonable period as may be required to fix the technology or to such other time and location as the chairperson deems appropriate.</del>

<sup>1</sup> Underlined text shown in this table is proposed to be added to the relevant clause of the Constitution. Text which is shown as being struck out is proposed to be deleted from the relevant clause of the Constitution.

Clause	Proposed amendment <sup>1</sup>
	<p><b><u>Holding a general meeting</u></b></p> <p><u>13.2 A general meeting may be held:</u></p> <p style="padding-left: 20px;"><u>13.2.1 at one or more physical venues;</u></p> <p style="padding-left: 20px;"><u>13.2.2 at one or more physical venues and using Virtual Meeting Technology; or</u></p> <p style="padding-left: 20px;"><u>13.2.3 using Virtual Meeting Technology only,</u></p> <p><u>provided that, in each case, shareholders as a whole are given a reasonable opportunity to participate in the meeting, and otherwise in a manner determined by the directors.</u></p> <p><u>13.3 If the directors elect to use Virtual Meeting Technology for a general meeting, the directors will determine the type of Virtual Meeting Technology to be used, which may include (without limitation) any combination of telephone, video conferencing, messaging, smartphone application or any other audio and/or visual device which permits instantaneous communication.</u></p> <p><u>13.4 If a general meeting is held using Virtual Meeting Technology, the directors may (subject to the Corporations Act, the Listing Rules and the Operating Rules) make rules or requirements in connection with participation in the meeting by that technology, including rules or requirements to verify the identity of a person or to ensure the security of the technology. The directors may communicate such rules and procedures (or instructions on how they can be accessed) to members by notification to the ASX.</u></p> <p><u>13.5 Subject to the Corporations Act, a general meeting held using Virtual Meeting Technology and anything done (including the passing of a resolution) at the meeting is not invalid because of the inability of one or more shareholders to access, or to continue to access, the Virtual Meeting Technology for the meeting, provided that sufficient shareholders are able to participate in the meeting as are required to constitute a quorum.</u></p>
<p>Clause 13.9 (previously clause 13.7)</p>	<p><b>Notice</b></p> <p><del>13.7</del><u>13.9</u> A notice of a general meeting must specify the place <u>and/or Virtual Meeting Technology (as applicable)</u>, the day and the hour of the meeting and must state the general nature of the business to be transacted at the meeting and must be given in accordance with clause 24.2, the Corporations Act and the Listing Rules.</p>
<p>Clause 14.1</p>	<p><b>Quorum</b></p> <p>14.1 Business may not be transacted at any general meeting unless a quorum of shareholders is present at the time when the meeting proceeds to business. Two shareholders constitute a quorum in all cases. In determining whether a quorum is present, each individual attending as a proxy, attorney or Representative is to be counted, <u>whether in person or via the Virtual Meeting Technology</u>, except that where a shareholder has appointed more than one proxy, attorney or Representative, only one is to be counted.</p>
<p>Clauses 14.6 – 14.8</p>	<p><b>Conduct of general meetings</b></p> <p>14.6 The chairperson of a general meeting:</p> <p style="padding-left: 20px;">14.6.1 has charge of the general conduct of the meeting and of the procedures to be adopted at the meeting;</p> <p style="padding-left: 20px;">14.6.2 may require the adoption of any procedure which is in the chairperson’s opinion necessary or desirable for proper and orderly debate or discussion (including limiting the time that a person may speak on a motion or other item of business) and the proper and orderly casting or recording of votes at the general meeting; and</p> <p style="padding-left: 20px;">14.6.3 may, having regard where necessary to the Corporations Act, terminate discussion or debate on any matter whenever the chairperson considers it necessary or desirable for the proper conduct of the meeting.</p> <p><del>and a decision by the chairperson under this clause 14.6 is final.</del></p>

Clause	Proposed amendment <sup>1</sup>
	<p><u>14.7</u> If, before or during a general meeting that is held or appointed to be held using Virtual Meeting Technology, any technical difficulty occurs where all shareholders entitled to attend the meeting may not be able to participate, the chairperson may:</p> <p><u>14.7.1</u> postpone or adjourn the general meeting until the difficulty is remedied or to such other time or venue as the chairperson determines; or</p> <p><u>14.7.2</u> subject to the Corporations Act, continue the meeting provided that a quorum remains present and able to participate in the meeting.</p> <p><u>14.8</u> A decision by the chairperson under clause 14.6 and 14.7 is final.</p>
<p>Clauses 17.5 – 17.6</p>	<p><del>Telephone and other meetings</del> <b>Meetings using Virtual Meeting Technology</b></p> <p><u>17.5</u> A meeting of directors may be held using any Virtual Meeting Technology consented to by all the directors. The consent may be a standing one. A director may only withdraw their consent within a reasonable period before the meeting.</p> <p>17.6 While the directors may regulate their meetings as they think fit, a meeting of directors or committee of directors may be held <del>using Virtual Meeting Technology where one or more of the directors is not physically present at the meeting</del>, where:</p> <p>17.6.1 all persons participating in the meeting can communicate with each other instantaneously <del>using Virtual Meeting Technology whether by telephone or other form of communication</del>;</p> <p>17.6.2 notice of the meeting is given to all directors entitled to notice according to the usual procedures determined by the directors for the giving of notice and such notice does not specify that directors are required to be present in person;</p> <p>17.6.3 if a failure in communications prevents clause 17.6.1 from being satisfied as a result of which one or more directors cease to participate, the chairperson may adjourn the meeting until the difficulty is remedied or may, where a quorum of directors remains present, continue with the meeting. If, as a result of the technical difficulty, a quorum of directors is not present, then the meeting is suspended until clause 17.6.1 is satisfied again. If clause 17.6.1 is not satisfied within 15 minutes from the time the meeting was interrupted, the meeting is deemed to have terminated;</p> <p>17.6.4 a director participating in a meeting by <del>Virtual Meeting Technology technology</del> is to be taken to be present in person at the meeting and to have consented to the holding of the meeting by the use of the <del>relevant technology</del> <u>Virtual Meeting Technology</u>; and</p> <p>17.6.5 any meeting held where any director is not physically present is treated as held at the place specified in the notice of meeting as long as at least a director is present there for the duration of the meeting. If no director is so present, the meeting is treated as held at the place where the chairperson of the meeting is located,</p> <p>and all the provisions in this constitution relating to meetings of the directors apply, so far as they can and with such changes as are necessary, to meetings of the directors by <del>technology</del> <u>Virtual Meeting Technology</u>.</p>
<p>Clause 24</p>	<p><b>24. NOTICES</b></p> <p><b>Extended meaning</b></p> <p>24.1 In this clause 24 "notice" includes documents and other communication.</p> <p><b>Method</b></p> <p>24.2 A notice may be given by the Company to any shareholder either by:</p> <p><u>24.2.1</u> serving it on the shareholder personally; <del>or</del></p> <p><u>24.2.2</u> <del>by</del> sending it by post to the shareholder at his, her or its address as shown in the register of shareholders; <del>or the postal, facsimile number or</del></p> <p><u>24.2.3</u> <del>sending it to the fax number or sending it electronically (including by providing a URL link to any document or attachment) to an</del> electronic address supplied by the shareholder to the Company for the receipt of notices from the Company; <del>;</del></p>

Clause	Proposed amendment <sup>1</sup>
	<p data-bbox="488 145 1485 208"><u>24.2.4 notifying the shareholder by an electronic means nominated by the shareholder that:</u></p> <p data-bbox="603 226 1078 253"><u>24.2.4.1 the document is available; and</u></p> <p data-bbox="603 271 1485 333"><u>24.2.4.2 how the shareholder may use the nominated access means to access the document; or</u></p> <p data-bbox="488 351 1262 378"><u>24.2.5 such other means as permitted by the Corporations Act.</u></p> <p data-bbox="373 396 576 423"><b>Deemed receipt</b></p> <p data-bbox="373 441 1485 530">24.3 Where a notice is sent by post, service of the notice is deemed to be given on the <del>third</del> day after the date of its posting. Notices sent by facsimile or other electronic means are taken to be given on the <del>business</del> day after it is sent.</p>

#### 5.4 Board Recommendation

The Board recommends that you vote in favour of this Resolution. Each of the Directors currently intends to vote their respective shareholdings in favour of this Resolution.

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## Glossary

\$ means Australian dollars.

**AEDT** means Australian Eastern Daylight Time as observed in Newcastle, New South Wales Australia.

**Amended Constitution** has the meaning ascribed to it in section 5.2 of the Explanatory Memorandum.

**Annual Report** means the annual financial report of the Company for the year ended 30 June 2022.

**Associate** has the meaning given to it in ASX Listing Rule 19.12.

**ASX** means ASX Limited ACN 008 624 691 or the financial market operated by ASX Limited, as the context requires.

**ASX Listing Rules** means the Listing Rules of ASX.

**Auditor's Report** means the auditor's report contained in the Annual Report.

**Board** means the current board of Directors.

**Chair** means the chairperson of the Meeting.

**Closely Related Party** of a member of the Key Management Personnel means:

- (a) a spouse or child of the member;
- (b) a child of the member's spouse;
- (c) a dependent of the member or the member's spouse;
- (d) anyone else who is one of the member's family and may be expected to influence the member, or be influenced by the member, in the member's dealing with the entity;
- (e) a company the member controls; or
- (f) a person prescribed by the Corporations Regulations 2001 (Cth).

**Company** or **BetMakers** means BetMakers Technology Group Limited ACN 164 521 395.

**Constitution** means the Company's constitution.

**Corporations Act** means the *Corporations Act 2001* (Cth).

**Directors** means the current directors of the Company.

**Directors' Report** means the directors' report contained in the Annual Report.

**Explanatory Memorandum** means the explanatory memorandum accompanying the Notice.

**Hybrid Meeting** has the meaning ascribed to it in section 5.2 of the Explanatory Memorandum.

**Key Management Personnel** has the same meaning as in the accounting standards and broadly includes those persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly, including any director (whether executive or otherwise) of the Company.

**Meeting** or **Annual General Meeting** means the meeting convened by the Notice.

**Notice** or **Notice of Annual General Meeting** means this notice of Annual General Meeting, including the Explanatory Memorandum and the Voting Form.

**Ordinary Resolution** means that at least 50% of votes cast by Shareholders present and eligible to vote at the Meeting (in person, by proxy, by attorney or, in the case of a corporate shareholder, by a corporate representative) must be in favour of a Resolution for it to be passed.

**Related Party** has the meaning given to it in ASX Listing Rule 19.12.

**Remuneration Report** means the remuneration report set out in the Directors' Report contained in the Company's Annual Report.

**Resolution** means a resolution set out in the Notice.

**Restricted KMP Voter** is one of the following persons who or on whose behalf a vote on a Resolution must not be cast (in any capacity):

- (a) a member of the Key Management Personnel, details of whose remuneration are included in the Remuneration Report; or
- (b) a Closely Related Party of such a member.

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

**Share Registry** means the share registry of the Company, being Automic Pty Ltd.

**Shareholder** means a holder of a Share.

**Special Resolution** means that at least 75% of votes cast by Shareholders present and eligible to vote at the Meeting (in person, by proxy, by attorney or, in the case of a corporate shareholder, by a corporate representative) must be in favour of a Resolution for it to be passed.

**Spill Meeting** has the meaning ascribed to it in section 2.2 of the Explanatory Memorandum.

**Spill Resolution** has the meaning ascribed to it in section 2.2 of the Explanatory Memorandum.

**Voting Form** means the proxy form accompanying the Notice.

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# Proxy Voting Form

If you are attending the virtual Meeting please retain this Proxy Voting Form for online Securityholder registration.

Holder Number:

Your proxy voting instruction must be received by **12.00pm (AEDT) on Sunday, 20 November 2022**, being **not later than 48 hours** before the commencement of the Meeting. Any Proxy Voting instructions received after that time will not be valid for the scheduled Meeting.

## SUBMIT YOUR PROXY

Complete the form overleaf in accordance with the instructions set out below.

### YOUR NAME AND ADDRESS

The name and address shown above is as it appears on the Company's share register. If this information is incorrect, and you have an Issuer Sponsored holding, you can update your address through the investor portal: <https://investor.automic.com.au/#/home> Shareholders sponsored by a broker should advise their broker of any changes.

### STEP 1 – APPOINT A PROXY

If you wish to appoint someone other than the Chair of the Meeting as your proxy, please write the name of that Individual or body corporate. A proxy need not be a Shareholder of the Company. Otherwise if you leave this box blank, the Chair of the Meeting will be appointed as your proxy by default.

### DEFAULT TO THE CHAIR OF THE MEETING

Any directed proxies that are not voted on a poll at the Meeting will default to the Chair of the Meeting, who is required to vote these proxies as directed. Any undirected proxies that default to the Chair of the Meeting will be voted according to the instructions set out in this Proxy Voting Form, including where the Resolutions are connected directly or indirectly with the remuneration of KMP.

### STEP 2 - VOTES ON ITEMS OF BUSINESS

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

### APPOINTMENT OF SECOND PROXY

You may appoint up to two proxies. If you appoint two proxies, you should complete two separate Proxy Voting Forms and specify the percentage or number each proxy may exercise. If you do not specify a percentage or number, each proxy may exercise half the votes. You must return both Proxy Voting Forms together. If you require an additional Proxy Voting Form, contact Automic Registry Services.

### SIGNING INSTRUCTIONS

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

**Joint holding:** Where the holding is in more than one name, all Shareholders 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 Proxy Voting Form when you return it.

**Companies:** To be signed in accordance with your Constitution. Please sign in the appropriate box which indicates the office held by you.

**Email Address:** Please provide your email address in the space provided.

**By providing your email address, you elect to receive all communications despatched by the Company electronically (where legally permissible) such as a Notice of Meeting, Proxy Voting Form and Annual Report via email.**

### CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Meeting the appropriate 'Appointment of Corporate Representative' should be produced prior to admission. A form may be obtained from the Company's share registry online at <https://automic.com.au>.

### Lodging your Proxy Voting Form:

#### Online:

Use your computer or smartphone to appoint a proxy at <https://investor.automic.com.au/#/login>

or scan the QR code below using your smartphone

**Login & Click on 'Meetings'. Use the Holder Number as shown at the top of this Proxy Voting Form.**



#### BY MAIL:

Automic  
GPO Box 5193  
Sydney NSW 2001

#### IN PERSON:

Automic  
Level 5, 126 Phillip Street  
Sydney NSW 2000

#### BY EMAIL:

[meetings@automicgroup.com.au](mailto:meetings@automicgroup.com.au)

#### BY FACSIMILE:

+61 2 8583 3040

**All enquiries to Automic:**

**WEBCHAT:** <https://automicgroup.com.au/>

**PHONE:** 1300 288 664 (Within Australia)

+61 2 9698 5414 (Overseas)



