

7 May 2019

Dear Optionholder

I write to you in your capacity as the registered holder ("**Optionholder**") of options ("**Options**") in The BetMakers Holdings Limited (ASX:TBH) ("**the Company**") with a registered address within Australia or New Zealand.

Today, 7 May 2019, the Company announced to ASX that it intended to undertake a pro rata non-renounceable rights issue of one (1) new fully paid ordinary share ("**New Shares**") for every 2.8 shares held in the Company ("**Shares**") at 7:00pm AEST on 13 May 2019 ("**Record Date**") at an issue price of 3 cents (\$0.03) per New Share to raise approximately \$3million (before costs of the offer) ("**Offer**").

The Company has received firm commitments in respect of 38,601,458 New Shares, representing 38.59% of the New Shares to be issued under the Offer. The Offer is also underwritten by Spenceley Management Pty Ltd ACN 127 151 437 < Spenceley Family Trust > and Ryder Capital Limited ACN 606 695 854 (together the "**Underwriters**") for up to \$2,000,000 in aggregate, which equates to approximately 66,666,666 New Shares. In relation to their services as underwriter for the Offer, each Underwriter will be paid a fee of \$15,000. The Underwriters' obligations will not arise until after exhaustion of the shortfall facility.

As announced today, 7 May 2019, funds raised from the Offer will be used to pay outstanding amounts due to DynamicOdds Pty Ltd, C.D.K Software Limited and Global Betting Services Pty Ltd, repayment of debts and ongoing working capital.

### **Optionholder Eligibility**

As an Optionholder, you are not eligible to participate in the Offer (with respect to any Shares that underlie your Options) other than to the extent to which you first exercise some or all of your Options. In order to take up the Offer, the exercise of your Options needs to be completed before the Record Date.

If you wish to exercise some or all of your Options and they are eligible to be exercised on their terms, you should complete a notice of exercise of options (available from the Company) and lodge that notice with the Company together with your payment of the exercise price for the number of Options you wish to exercise. The notice of exercise of options can be sent to:

The BetMakers Holdings Limited  
C/- Computershare Investor Services Pty Ltd  
GPO Box 505  
Melbourne VIC 3001

If you decide to exercise some or all of your Options before the Record Date, the Shares that are issued upon the exercise of those Options will be included in your shareholding as at the Record Date for the purposes of the Offer. Subject to the Shareholder Eligibility section of this letter (below), your aggregate holding of Shares at the Record Date determines the extent of your entitlement to participate in the Offer.

### **Shareholder Eligibility**

The persons eligible to participate pursuant to the Offer are those persons who:

- are registered as a holder of Shares as at 7:00pm AEST on the Record Date; and
- have a registered address in Australia or New Zealand, or qualify as an Institutional Accredited Investor in the United States (together the “**Eligible Countries**”).

The Offer is not being extended to any Shareholder whose registered address is outside of one of the Eligible Countries. Shareholders not satisfying the above criteria will not be eligible to participate in the Offer.

If your registered address remains within Australia or New Zealand, or qualify as an Institutional Accredited Investor in the United States, and you remain a Shareholder on the Record Date, you will be eligible to participate in the Offer.

### **Particulars of the Offer**

The prospectus setting out the terms of the Offer in greater detail (“**Prospectus**”) has been lodged with the ASX and is available on the on the Company's ASX platform at the ASX website ([www.asx.com.au](http://www.asx.com.au)) and on the Company's website(<https://investors.thebetmakers.com>).

Below is a summary of the key terms of the Offer:

<b>Type of Offer</b>	Non-renounceable rights issue.
<b>Issue Ratio</b>	1 New Share for every 2.8 Shares held.
<b>Issue Price</b>	\$0.03 per New Share.
<b>Fractional Entitlement</b>	Where the determination of an Eligible Shareholder's Entitlement results in a fraction of a New Share, such a fraction shall be rounded down to the nearest whole New Share.
<b>Eligible Shareholders</b>	Shareholders who have a registered address in Australia and New Zealand, or qualify as an Institutional Accredited Investor in the United States, may apply for New Shares under the Offer. Shareholders who have a registered address outside Australia and New Zealand, or do not qualify as an Institutional Accredited Investor in the United States, may not subscribe for New Shares under the Offer.
<b>Discount</b>	The Company's share closing price on 3 May 2019 was \$0.057. Therefore, the Issue Price of \$0.03 represents a discount of approximately 47.37% to this closing price.
<b>Capital Raised</b>	Approximately \$3,000,000 (before costs of the Offer)
<b>Use of Capital Raised</b>	As announced on 7 May 2019, funds raised from the Offer will be applied towards paying the outstanding amounts owed by the Company for the acquisition of each of DynamicOdds Pty Ltd and Global Betting Services Pty Ltd and to pay the costs of the Offer.

<b>New Shares to be issued</b>	Approximately 100,034,544
<b>Shares on issue following the Offer</b>	Approximately 380,131,269
<b>Underwriters</b>	<ul style="list-style-type: none"> <li>• Spenceley Management Pty Ltd ACN 127 151 437 &lt; Spenceley Family Trust &gt; in respect of up to \$1,000,000; and</li> <li>• Ryder Capital Limited ACN 606 695 854 in respect of up to \$1,000,000.</li> </ul>

### **Timetable**

The proposed timetable of the Offer is as follows:

<b>Event</b>	<b>Date</b>
Lodgement of Prospectus with ASIC Lodgement of Prospectus and Appendix 3B with ASX	7 May 2019
Letter to Shareholders	9 May 2019
Existing Shares quoted on "ex" basis	10 May 2019
Record date to determine entitlements under the Prospectus ( <b>Record Date</b> )	13 May 2019
Prospectus and Entitlement and Acceptance Form dispatched to eligible shareholders ( <b>Opening Date</b> )	15 May 2019
Final date and time for receipt of acceptance and payment in full ( <b>Closing Date</b> )*	27 May 2019
New Shares quoted on a deferred settlement basis	28 May 2019
Company to notify ASX of under subscriptions	30 May 2019
Allotment of New Shares ( <b>Issue Date</b> )**	3 June 2019
Deferred settlement trading ends	3 June 2019
Dispatch of transaction confirmation statements (holding statements)	4 June 2019
Date of quotation of New Shares issued under the Offer	4 June 2019

\* Subject to the ASX Listing Rules, the directors of the Company retain the right to extend the closing date of the Offer at their discretion. Any extension of the Closing Date will have a consequential effect on the anticipated date for issue of the Shares.

\*\* Indicative date only.

### **Applications**

A copy of the Prospectus and a personalised entitlement and acceptance form will be sent to eligible shareholders on 15 May 2019.

The entitlement and acceptance form will be dispatched together with the Prospectus. Eligible Shareholders must complete the entitlement and acceptance form in order to take up their entitlement and to apply for shortfall securities. Entitlement and acceptance forms must be properly completed and received by the Company no later than 5:00pm (AEST) on 27 May 2019 in order for Applicants to be issued New Shares and shortfall securities.

### Quotation

New Shares issued under the Offer will rank equally with the Company's existing shares. The Company has applied to ASX for quotation of the New Shares on the Official List of ASX. If approval is not granted by ASX within 3 months of the date of the Offer Document, the Company will not issue any New Shares and will repay all application monies without interest.

### Enquiries

This letter is to inform you of the Offer. You are not required to do anything in respect of this letter.

If you have any questions regarding the Offer, please see the Prospectus as published on the ASX website and/or contact the Company Secretary on +613 9614 2444.

Yours sincerely



Charly Duffy  
Company Secretary  
The BetMakers Holdings Ltd