

29 August 2018

Terms of GBS and DO Acquisition restructured in BetMakers favour

Highlights

- Deal restructure for initial consideration of \$7M plus performance payment of up to \$3M
- Payment terms restructured for GBS and DynamicOdds more favourable to TBH

The Board of The BetMakers Holdings Limited ("**BetMakers**", "**TBH**" or the "**Company**") is pleased to provide an update on the more terms regarding the acquisition of Global Betting Services Pty Ltd ("**GBS**").

As announced on 18 July 2018, TBH has entered into a Share Sale Agreement to purchase GBS. TBH advises that the parties have now agreed to revise the payment structure as follows:

- \$1M payable on 17 September 2018;
- \$2.5M payable on 31 January 2019; and
- \$3.5M payable on 30 June 2019.

In addition to the payments detailed above, on 31 October 2019, TBH must pay a performance payment ("**Performance Payment**") to be calculated as at 17 September 2019 as follows:

- if the earnings before interest and taxes ("**EBIT**") of GBS for the period 18 September 2018 to 17 September 2019 ("**Performance Period**") is less than \$1.2M, the Performance Payment will be nil;
- if the EBIT of GBS during the Performance Period is equal to or more than \$1.2M but less than \$1.5M, the Performance Payment will be \$1M; or
- if the EBIT of GBS during the Performance Period is equal to or more than \$1.5M, the Performance Payment will be \$3M.

TBH has the discretion to pay the Performance Payment in cash, via the issue of ordinary shares in the capital of TBH ("**TBH Shares**") or a combination of both. If any or all of the Performance Payment is paid in TBH Shares, the value of the TBH Shares will be based on the 15-day VWAP immediately prior to the Performance Date, subject to a floor price of \$0.10 per share. The issue of TBH shares is also subject to the Seller not having a relevant interest in more than 19.9% of the total issued capital of TBH.

Separately, further to the announcement released on 9 August 2018 ("**DO Announcement**") in respect of the acquisition of DynamicOdds Pty Ltd ("**DynamicOdds**") and C.D.K Software Limited ("**CDK**") ("**Transaction**"), TBH advises that the parties have now agreed to revise the payment dates as follows:

- \$1.35M payable to the shareholders of DynamicOdds on 31 August 2018;
- \$1.0M payable to the shareholder of CDK on 12 December 2018; and
- \$4.5M payable to the shareholder of CDK on 30 June 2019.

All other terms of the Transaction set out in the DO Announcement remain unchanged.

TBH CEO Todd Buckingham explained "We have completed the Due Diligence around GBS and we are very excited with the opportunity to combine our solution with both DynamicOdds and GBS."

"The flexibility around payments allow the Company to be able to get on with the task at hand and start delivering products to our customers."



GBS's Gerard Lazar commented: "We are fully committed to the BetMakers strategy and believe this will be a significant move for our company. We are happy to be able to assist in the restructure of this deal to allow the business to execute on the growth of the business through product development, further content and International expansion"

For further information on the Company, please contact:

Charly Duffy
Company Secretary
companysecretary@thebetmakers.com
+ 61 (0) 409 083 780

Jane Morgan
Investor & Media Relations
investors@thebetmakers.com
+ 61 (0) 405 555 618

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- (a) 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
- (b) 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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