

CORPORATE GOVERNANCE STATEMENT

This document discloses the extent to which The Betmakers Holdings Ltd ACN 164 521 395 (**Company**) has followed the recommendations set by the ASX Corporate Governance Council in the third edition of its Corporate Governance Principles and Recommendations (**ASX Recommendations**) during the reporting period ending 30 June 2018 (**Reporting Period**).

ASX Recommendation		Comply (Yes/No)	Additional comments
PRINCIPLE 1 – LAY SOLID FOUNDATIONS FOR MANAGEMENT AND OVERSIGHT			
1.1	A listed entity should disclose: (a) the respective roles and responsibilities of its board and management; and (b) those matters expressly reserved to the board and those delegated to management.	Yes	<p>The Board is responsible for overseeing the management of the Company's business and the overall corporate governance of the Company. The Board monitors the operational and financial performance of the Company and oversees the strategies for the achievement of its business objectives, including approving the short and long-term strategic direction of the Company.</p> <p>The Board has adopted a written charter to provide a framework for the effective operation of the Board, which sets out the Board's composition, role and responsibilities and the relationship and interaction between the Board and management, and the authority delegated by the Board to management and any Board committees.</p> <p>The Company has also established a clear delineation between the Board's responsibility for the Company's strategy and activities, and the day-to-day management of operations conferred upon the Chief Executive Officer and certain other officers of the Company. The Board (in accordance with the Nomination and Remuneration Committee Charter) evaluates the performance of senior executives.</p> <p>Please also refer the Board Charter available via the Company's website, http://investors.thebetmakers.com/corporate-governance/, for further detail.</p>
1.2	A listed entity should: (a) undertake appropriate checks before appointing a person, or putting forward to security holders a candidate for election, as a director; and (b) provide security holders with all material information in its possession relevant to a decision on whether or not to elect or re-elect a director.	Yes	<p>The Company has adopted a Nomination and Remuneration Committee Charter to guide the Board in discharging its obligations to identify nominees for appointment as a Director at each annual general meeting and ensure that the audit, compensation and nomination, and corporate governance committees of the Board, have the benefit of qualified and experienced independent directors. The Company has also developed a Selection and Appointment of Directors Policy, Diversity Policy and Remuneration Policy to guide the Board in discharging these obligations.</p> <p>On 25 May 2018, Matthew Cain (member of the Nomination and Remuneration Committee) resigned from the Board. Prior to Matthew's resignation, the Company's then-constituted Nomination and Remuneration Committee undertook the above obligations. However, following Matthew's resignation, the Board believes that it is currently not of a relevant size to maintain a Nomination Committee and, accordingly, the Board remains responsible for such matters and will discharge its responsibilities in accordance with the Nomination and Remuneration Committee Charter (to the extent applicable).</p> <p>The Company provides its security holders with all material information in its possession relevant to a decision on whether or not to elect or re-elect a director in accordance with its Shareholder Communications Policy.</p> <p>Please also refer to the Nomination and Remuneration Committee Charter and Shareholder Communications Policy available via the Company's website, http://investors.thebetmakers.com/corporate-governance/, for further detail.</p>
1.3	A listed entity should have a written agreement with each director and senior executive setting out the terms of their appointment.	Yes	<p>The Company has entered into a written agreement with each director and senior executive.</p> <p>Please refer to the Nomination and Remuneration Committee Charter and Selection and Appointment of Directors Policy available via the Company's website, http://investors.thebetmakers.com/corporate-governance/, for further detail.</p>

1.4	The company secretary of a listed entity should be accountable directly to the board, through the chair, on all matters to do with the proper functioning of the board.	Yes	<p>The Company Secretary is accountable to the Board, through the Chairman, on all matters to do with the proper functioning of the Board. The Company Secretary works closely with the Chairman to manage the flow of information between the Board and senior executives.</p> <p>Please refer to the Board Charter available via the Company's website, http://investors.thebetmakers.com/corporate-governance/, for further detail.</p>
1.5	<p>A listed entity should:</p> <p>(a) have a diversity policy which includes requirements for the board or a relevant committee of the board to set measurable objectives for achieving gender diversity and to assess annually both the objectives and the entity's progress in achieving them;</p> <p>(b) disclose that policy or a summary of it; and</p> <p>(c) disclose as at the end of each reporting period the measurable objectives for achieving gender diversity set by the board or a relevant committee of the board in accordance with the entity's diversity policy and its progress towards achieving them and either:</p> <p>(1) the respective proportions of men and women on the board, in senior executive positions and across the whole organisation (including how the entity has defined "senior executive" for these purposes); or</p> <p>(2) if the entity is a "relevant employer" under the Workplace Gender Equality Act, the entity's most recent "Gender Equality Indicators", as defined in and published under that Act.</p>	Partially	<p>Whilst meritocracy must be the overriding guiding principle, the Board has implemented a Diversity Policy that seeks to align the Company's recruitment, remuneration and management systems with the commitment to develop a workplace culture that values and strives to achieve diversity in its workforce and on its Board.</p> <p>The Diversity Policy requires the Board to establish measurable objectives for achieving gender diversity within the Company's business and will require senior management to report annually on the achievement of those objectives.</p> <p>The Board believes that the Company is not presently of a size or complexity which justifies the need to set measurable objectives for achieving diversity, however, the Board believes that its current initiatives in accordance with the Company's Diversity Policy in a broader sense satisfy the Company's obligation to comply with this Recommendation 1.5.</p> <p>The Board assessed the gender diversity of the Company at the end of the Reporting Period and discloses the following proportions of men and women:</p> <ul style="list-style-type: none"> • whole organisation: 43 men and 5 women; • senior executive positions: 3 men and 0 women; • Board: 3 men and 1 women*. CGS that SDMSC <p>*including the Company Secretary</p> <p>The Board considers 'senior executives' to be those roles which report to an executive Director or the Board.</p> <p>Please refer to the Company's Diversity Policy available via the Company's website, http://investors.thebetmakers.com/corporate-governance/, for further detail.</p>
1.6	<p>A listed entity should:</p> <p>(a) have and disclose a process for periodically evaluating the performance of the board, its committees and individual directors; and</p> <p>(b) disclose, in relation to each reporting period, whether a performance evaluation was undertaken in the reporting period in accordance with that process.</p>	Partially	<p>The Board (led by the Chairman) endeavours to objectively evaluate its own performance and the performance of individual Directors on an annual basis.</p> <p>During the Reporting Period the Board continuously evaluated the Board's performance and processes. In light of Matthew Cain's resignation on 25 May 2018 and the Company's ongoing strategy to execute on its wholesale business, the Board has also resolved to undertake a Board performance evaluation, focussing on any gaps in the skills and experience of the current Board, and is currently completing such evaluation.</p> <p>The Nomination and Remuneration Committee Charter (as currently implemented by the Board) sets out the responsibility for recognising and analysing any gaps in the skills and experience of the current Board.</p> <p>Please refer to the Company's Nomination and Remuneration Committee Charter available via the Company's website, http://investors.thebetmakers.com/corporate-governance/, for further detail.</p>
1.7	<p>A listed entity should:</p> <p>(a) have and disclose a process for periodically evaluating the performance of its senior executives; and</p> <p>(b) disclose, in relation to each reporting period, whether a performance evaluation was undertaken in the reporting period in accordance with that process.</p>	Yes	<p>The Board (led by the Chairman) endeavours to objectively evaluate the performance of senior executives on an annual basis.</p> <p>During the Reporting Period the Company continuously evaluated the performance of its senior executives and undertook various character references.</p> <p>The Nomination and Remuneration Committee Charter (as currently implemented by the Board) sets out the responsibility for evaluating the performance of senior executives.</p>

			Please refer to the Company's Nomination and Remuneration Committee Charter available via the Company's website, http://investors.thebetmakers.com/corporate-governance/ , for further detail.
PRINCIPLE 2 - STRUCTURE THE BOARD TO ADD VALUE			
2.1	<p>The board of a listed entity should:</p> <p>(a) have a nomination committee which:</p> <p>(1) has at least three members, a majority of whom are independent directors; and</p> <p>(2) is chaired by an independent director, and disclose:</p> <p>(3) the charter of the committee;</p> <p>(4) the members of the committee; and</p> <p>(5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or</p> <p>(b) if it does not have a nomination committee, disclose that fact and the processes it employs to address board succession issues and to ensure that the board has the appropriate balance of skills, knowledge, experience, independence and diversity to enable it to discharge its duties and responsibilities effectively.</p>	Partially	<p>The Board has adopted the Nomination and Remuneration Committee Charter and Selection and Appointment of Directors Policy, for the purpose of addressing board succession issues and to ensure that the board has the appropriate balance of skills, knowledge, experience, independence and diversity to enable it to discharge its duties and responsibilities effectively.</p> <p>On 25 May 2018, Matthew Cain (member of the Nomination and Remuneration Committee) resigned from the Board. Prior to Matthew's resignation, the Company had established a Nomination and Remuneration Committee. The Nomination and Remuneration Committee comprised of three directors, being:</p> <ul style="list-style-type: none"> • Mr Nick Chan (Non-executive independent Director; Board and Committee Chair); • Mr Simon Dulhunty (Non-executive non-independent Director); and • Mr Matthew Cain (Non-executive non-independent Director). <p>While the Nomination and Remuneration Committee was chaired by an independent director, it did not comprise a majority of independent directors.</p> <p>During the Reporting Period, the then-constituted Nomination and Remuneration Committee met on 7 occasions, of which each member attended all 7 meetings.</p> <p>Following Matthew's resignation, the Board believes that it is currently not of a relevant size to maintain a Nomination Committee and, accordingly, the Board remains responsible for such matters and will discharge its responsibilities in accordance with the Nomination and Remuneration Committee Charter (to the extent applicable).</p> <p>Please refer to the Company's Nomination and Remuneration Committee Charter and Selection and Appointment of Directors Policy available via the Company's website, http://investors.thebetmakers.com/corporate-governance/, for further details.</p>
2.2	A listed entity should have and disclose a board skills matrix setting out the mix of skills and diversity that the board currently has or is looking to achieve in its membership.	Yes	<p>The Company's Selection & Appointment of Directors Policy sets out the mix of skills and diversity that the Board currently has or should comprise in its membership, including without limitation:</p> <p>(a) bookmaking and betting industry experience;</p> <p>(b) information technology;</p> <p>(c) business acquisition and integration skills;</p> <p>(d) financial literacy and legal and regulatory knowledge;</p> <p>(e) diversity;</p> <p>(f) policy and regulatory development and reform;</p> <p>(g) health, safety and environment and social responsibility; and</p> <p>(h) organisational development and human resources.</p> <p>In light of Matthew Cain's resignation on 25 May 2018 and the Company's ongoing strategy to execute on its wholesale business, the Board is also currently undertaking an evaluation of its skills matrix to ensure that the above skills satisfy the ongoing skills and experience needed execute on the Company's wholesale business strategy and to identify any gaps in the skills and experience of the current Board. The Board will then assess all future candidates for Board positions and the performance of its current membership on this basis.</p>

			Please refer the Company's Nomination and Remuneration Committee Charter, Selection and Appointment of Directors Policy and Diversity Policy available via the Company's website, http://investors.thebetmakers.com/corporate-governance/ , for further details.
2.3	<p>A listed entity should disclose:</p> <p>(a) the names of the directors considered by the board to be independent directors;</p> <p>(b) if a director has an interest, position, association or relationship of the type described in Box 2.3 but the board is of the opinion that it does not compromise the independence of the director, the nature of the interest, position, association or relationship in question and an explanation of why the board is of that opinion; and</p> <p>(c) the length of service of each director.</p>	Yes	<p>The Board consists of three directors, with Nick Chan considered to be an independent, non-executive director.</p> <p>On 24 March 2016, the Company entered into a consulting agreement with Simon Dulhunty Media Solutions Company Pty Ltd (SDMSC) (a company controlled by non-executive Director, Simon Dulhunty) to formalise the provision of specialist advisory services to the Company, which were in addition to the Director's services as non-executive Director of the Company. SDMSC no longer provides consultancy services to the Company.</p> <p>The disinterested Directors of the Company considered this prior additional relationship and believed that the scope of the arrangement would not affect Simon Dulhunty's ability to bring an independent judgment to Board matters or otherwise affect his duties as non-executive Director of the Company.</p> <p>Further, the Board believes that the Company is not presently of a size or complexity which justifies the appointment of additional independent directors to meet the independence requirement of this Recommendation 2.3. However, the Board will consider the appointment of additional directors as and when required in the future.</p> <p>The length of service for each director is:</p> <ul style="list-style-type: none"> Nick Chan: appointed 29 October 2015; Todd Buckingham: appointed 27 June 2013; and Simon Dulhunty: appointed 2 October 2015.
2.4	A majority of the board of a listed entity should be independent directors.	No	<p>One of the three Directors of the Company is considered to be independent. The Board comprises one independent non-executive director (Mr Nick Chan, Chair), one non-independent non-executive directors (Mr Simon Dulhunty) and one executive Director (Mr Todd Buckingham, Managing Director).</p> <p>The Board believes that the Company is not presently of a size or complexity which justifies the appointment of additional independent directors to meet the independence requirement of this Recommendation 2.4. However, the Board will consider the appointment of additional directors as and when required in the future.</p>
2.5	The chair of the board of a listed entity should be an independent director and, in particular, should not be the same person as the CEO of the entity.	Yes	Mr Nick Chan, the Company's Chairman, is an independent non-executive Director and is not the same person as the CEO of the Company.
2.6	A listed entity should have a program for inducting new directors and provide appropriate professional development opportunities for directors to develop and maintain the skills and knowledge needed to perform their role as directors effectively.	Yes	<p>The Nomination and Remuneration Charter sets out the responsibility for ensuring that the Company has a program for inducting new directors and providing appropriate professional development opportunities for continuing directors to develop and maintain the skills and knowledge needed to perform their role as directors effectively.</p> <p>During the Reporting Period until 25 May 2018, the then-constituted Nomination and Remuneration Committee was responsible for undertaking such matters. However, following Matthew Cain's resignation on 25 May 2018, the Board believes that it is currently not of a relevant size to maintain a Nomination and Remuneration Committee and, accordingly, the Board remains responsible for the above matters.</p> <p>Please refer to the Company's Nomination and Remuneration Committee Charter available via the Company's website, http://investors.thebetmakers.com/corporate-governance/, for further details.</p>
PRINCIPLE 3 – ACT ETHICALLY AND RESPONSIBLY			
3.1	A listed entity should:	Yes	The Board has adopted a formal Code of Conduct to be followed by all employees and officers (including Directors). The key aspects of the Code of Conduct are to:

	<p>(a) have a code of conduct for its directors, senior executives and employees; and</p> <p>(b) disclose that code or a summary of it.</p>		<ul style="list-style-type: none"> • act with honesty, integrity and fairness and in the best interests of the Company and in the reasonable expectations of Shareholders; • act in accordance with all applicable laws, regulations, policies and procedures, including the Company's regulatory and licensing requirements relating to its bookmaking and betting exchange licence; • have responsibility and accountability for individuals for reporting and investigating reports of unethical practices; and • use the Company's resources and property properly. <p>Please refer to the Company's Code of Conduct available via the Company's website, http://investors.thebetmakers.com/corporate-governance/, for further details.</p>
PRINCIPLE 4 – SAFEGUARD INTEGRITY IN CORPORATE REPORTING			
4.1	<p>The board of a listed entity should:</p> <p>(a) have an audit committee which:</p> <p>(1) has at least three members, all of whom are non-executive directors and a majority of whom are independent directors; and</p> <p>(2) is chaired by an independent director, who is not the chair of the board,</p> <p>and disclose:</p> <p>(3) the charter of the committee;</p> <p>(4) the relevant qualifications and experience of the members of the committee; and</p> <p>(5) in relation to each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or</p> <p>(b) if it does not have an audit committee, disclose that fact and the processes it employs that independently verify and safeguard the integrity of its corporate reporting, including the processes for the appointment and removal of the external auditor and the rotation of the audit engagement partner.</p>	Partially	<p>The Board has adopted the Audit and Risk Committee Charter, which provides for the processes to be employed in independently verifying and safeguarding the integrity of the Company's corporate reporting, including the processes for the appointment and removal of the external auditor and the rotation of the audit engagement partner.</p> <p>On 25 May 2018, Matthew Cain (chair of the Audit and Risk Committee) resigned from the Board. Prior to Matthew's resignation, the Company had established an Audit and Risk Committee. The Audit and Risk Committee comprised of three directors, being:</p> <ul style="list-style-type: none"> • Mr Matthew Cain (Non-executive Director; Committee Chair); • Mr Simon Dulhunty (Non-executive non-independent Director); and • Mr Nick Chan (Non-executive independent Director; Board Chair). <p>Matthew Cain chaired the Audit and Risk Committee and, accordingly, it was not chaired by an independent director nor did it comprise a majority of independent directors.</p> <p>During the Reporting Period, the then-constituted Audit and Risk Committee met on 8 occasions, of which each member attended all 8 meetings.</p> <p>Following Matthew's resignation, the Board believes that it is currently not of a relevant size to maintain an Audit Committee and, accordingly, the Board remains responsible for such matters and will discharge its responsibilities in accordance with the Audit and Risk Committee Charter (to the extent applicable).</p> <p>Please also refer to the Company's Audit and Risk Committee Charter available via the Company's website, http://investors.thebetmakers.com/corporate-governance/, for further details.</p>
4.2	<p>The board of a listed entity should, before it approves the entity's financial statements for a financial period, receive from its CEO and CFO a declaration that, in their opinion, the financial records of the entity have been properly maintained and that the financial statements comply with the appropriate accounting standards and give a true and fair view of the financial position and performance of the entity and that the opinion has been formed on the basis of a sound system of risk management and internal control which is operating effectively.</p>	Yes	<p>As set out in the Company's Audit and Risk Committee Charter (as currently implemented by the Board), the Board ensures that the Company complies with its legal obligations, including to assist the Chief Executive Officer and/or Chief Financial Officer (or such other persons as required under the Corporations Act 2001 (Cth)) to provide declarations in relation to the Company's financial reports required by both section 295A of the Corporations Act 2001 (Cth) and this Recommendation 4.2.</p> <p>Please refer to the Company's Audit and Risk Committee Charter and Risk Management Policy available via the Company's website, http://investors.thebetmakers.com/corporate-governance/, for further details.</p>

4.3	A listed entity that has an AGM should ensure that its external auditor attends its AGM and is available to answer questions from security holders relevant to the audit.	Yes	<p>The Company's Audit and Risk Committee Charter, sets out the responsibility for ensuring that the external auditor attends the Annual General Meeting of the Company and is available to answer questions from shareholders of the Company relevant to the audit.</p> <p>During the Reporting Period until 25 May 2018, the then-constituted Audit and Risk Committee was responsible for undertaking such matters. However, following Matthew Cain's resignation on 25 May 2018, the Board believes that it is currently not of a relevant size to maintain an Audit and Risk Committee and, accordingly, the Board remains responsible for the above matters.</p> <p>Please refer to the Company's Audit and Risk Committee Charter available via the Company's website, http://investors.thebetmakers.com/corporate-governance/, for further details.</p>
PRINCIPLE 5 – MAKE TIMELY AND BALANCED DISCLOSURE			
5.1	<p>A listed entity should:</p> <p>(a) have a written policy for complying with its continuous disclosure obligations under the Listing Rules; and</p> <p>(b) disclose that policy or a summary of it.</p>	Yes	<p>The Company has adopted a Continuous Disclosure Policy to ensure compliance with its continuous disclosure obligations under the Listing Rules. The Policy establishes procedures that seek to ensure that Directors and management are aware of, and fulfil, their obligations in relation to the timely disclosure of material price-sensitive information.</p> <p>Please refer to the Company's Continuous Disclosure Policy available via the Company's website, http://investors.thebetmakers.com/corporate-governance/, for further details.</p>
PRINCIPLE 6 – RESPECT THE RIGHTS OF SECURITY HOLDERS			
6.1	A listed entity should provide information about itself and its governance to investors via its website.	Yes	<p>Information regarding the Company, its business and its governance is available on its website, http://investors.thebetmakers.com/corporate-governance/.</p>
6.2	A listed entity should design and implement an investor relations program to facilitate effective two-way communication with investors.	Yes	<p>The Company's Shareholder Communications Policy establishes procedures to ensure that Shareholders are provided with sufficient information to assess the performance of the Company and are informed of all major developments affecting the affairs of the Company in accordance with all applicable laws.</p> <p>Please refer to the Company's Shareholder Communications Policy available via the Company's website, http://investors.thebetmakers.com/corporate-governance/, for further details.</p>
6.3	A listed entity should disclose the policies and processes it has in place to facilitate and encourage participation at meetings of security holders.	Yes	<p>The Company's Shareholder Communications Policy establishes procedures to encourage effective participation at general meetings of the Company.</p> <p>Please refer to the Company's Shareholder Communications Policy available via the Company's website, http://investors.thebetmakers.com/corporate-governance/, for further details.</p>
6.4	A listed entity should give security holders the option to receive communications from, and send communications to, the entity and its security registry electronically.	Yes	<p>The Company's Shareholder Communications Policy ensures that Shareholders are able to access information relevant to their shareholding in the Company via the Company's share registry.</p> <p>Please refer to the Company's Shareholder Communications Policy available via the Company's website, http://investors.thebetmakers.com/corporate-governance/, for further details.</p>
PRINCIPLE 7 – RECOGNISE AND MANAGE RISK			
7.1	<p>The board of a listed entity should:</p> <p>(a) have a committee or committees to oversee risk, each of which:</p> <p>(1) has at least three members, a majority of whom are independent directors; and</p>	Partially	<p>The Board has adopted the Audit and Risk Committee Charter and Risk Management Policy, which oversees the Company's risk management framework.</p> <p>On 25 May 2018, Matthew Cain (chair of the Audit and Risk Committee) resigned from the Board. Prior to Matthew's resignation, the Company had established an Audit and Risk Committee. The Audit and Risk Committee comprised of three directors, being:</p>

	<p>(2) is chaired by an independent director, and disclose:</p> <p>(3) the charter of the committee;</p> <p>(4) the members of the committee; and</p> <p>(5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or</p> <p>(b) if it does not have a risk committee or committees that satisfy (a) above, disclose that fact and the processes it employs for overseeing the entity's risk management framework.</p>		<ul style="list-style-type: none"> • Mr Matthew Cain (Non-executive Director; Committee Chair); • Mr Simon Dulhunty (Non-executive non-independent Director); and • Mr Nick Chan (Non-executive independent Director; Board Chair). <p>Matthew Cain chaired the Audit and Risk Committee and, accordingly, it was not chaired by an independent director nor did it comprise a majority of independent directors.</p> <p>During the Reporting Period, the then-constituted Audit and Risk Committee met on 8 occasions, of which each member attended all 8 meetings.</p> <p>Following Matthew's resignation, the Board believes that it is currently not of a relevant size to maintain a Risk Committee and, accordingly, the Board remains responsible for such matters and will discharge its responsibilities in accordance with the Audit and Risk Committee Charter (to the extent applicable).</p> <p>Please refer to the Company's Audit and Risk Committee Charter and Risk Management Policy available via the Company's website, http://investors.thebetmakers.com/corporate-governance/, for further details.</p>
7.2	<p>The board or a committee of the board should:</p> <p>(a) review the entity's risk management framework at least annually to satisfy itself that it continues to be sound; and</p> <p>(b) disclose, in relation to each reporting period, whether such a review has taken place.</p>	Yes	<p>The Company's Audit and Risk Committee Charter (as currently implemented by the Board), sets out the responsibility for ensuring that the Company's risk management plan framework is reviewed at least annually.</p> <p>During the Reporting Period the Company's then-constituted Audit and Risk Committee continuously reviewed the Company's risk management framework, including by way of conducting regular assessments of current risks and appropriate management strategies.</p> <p>In light of the Company's strategy to execute on its wholesale business, the Board also expects to conduct a fulsome review of the risk management framework to ensure that identified risks and associated management processes are relevant to the Company's business and long-term strategy.</p> <p>Please refer to the Company's Audit and Risk Committee Charter and Risk Management Policy available via the Company's website, http://investors.thebetmakers.com/corporate-governance/, for further details.</p>
7.3	<p>A listed entity should disclose:</p> <p>(a) if it has an internal audit function, how the function is structured and what role it performs; or</p> <p>(b) if it does not have an internal audit function, that fact and the processes it employs for evaluating and continually improving the effectiveness of its risk management and internal control processes.</p>	Yes	<p>The Company does not have an internal audit function.</p> <p>The Company's Audit and Risk Committee Charter (as currently implemented by the Board) and Risk Management Policy, governs the processes it employs for evaluating and continually improving the effectiveness of its risk management and internal control processes.</p> <p>Please refer to the Company's Audit and Risk Committee Charter and Risk Management Policy available via the Company's website, http://investors.thebetmakers.com/corporate-governance/, for further details.</p>
7.4	<p>A listed entity should disclose whether it has any material exposure to economic, environmental and social sustainability risks and, if it does, how it manages or intends to manage those risks.</p>	Yes	<p>The Company has no material exposure to economic, environmental and social sustainability risk to disclose.</p> <p>In accordance with the Audit and Risk Committee Charter (as currently implemented by the Board), the Board is responsible for reviewing whether the Company has any material exposure to any economic, environmental and social sustainability risks.</p> <p>Please refer to the Audit & Risk Committee Charter and the Risk Management Policy available via the Company's website, http://investors.thebetmakers.com/corporate-governance/, for further details.</p>
PRINCIPLE 8 – REMUNERATE FAIRLY AND RESPONSIBLY			
8.1	<p>The board of a listed entity should:</p> <p>(a) have a remuneration committee which:</p>	Partially	<p>The Board has adopted the Nomination and Remuneration Committee Charter and Remuneration Policy, for the purpose of establishing processes for setting the level and composition of remuneration for directors and senior executives and ensuring that such remuneration is appropriate and not excessive.</p>

	<p>(1) has at least three members, a majority of whom are independent directors; and</p> <p>(2) is chaired by an independent director, and disclose:</p> <p>(3) the charter of the committee;</p> <p>(4) the members of the committee; and</p> <p>(5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or</p> <p>(b) if it does not have a remuneration committee, disclose that fact and the processes it employs for setting the level and composition of remuneration for directors and senior executives and ensuring that such remuneration is appropriate and not excessive.</p>		<p>On 25 May 2018, Matthew Cain (member of the Nomination and Remuneration Committee) resigned from the Board. Prior to Matthew's resignation, the Company had established a Nomination and Remuneration Committee. The Nomination and Remuneration Committee comprised of three directors, being:</p> <ul style="list-style-type: none"> • Mr Nick Chan (Non-executive independent Director; Board and Committee Chair); • Mr Simon Dulhunty (Non-executive non-independent Director); and • Mr Matthew Cain (Non-executive non-independent Director). <p>While the Nomination and Remuneration Committee was chaired by an independent director, it did not comprise a majority of independent directors.</p> <p>During the Reporting Period, the then-constituted Nomination and Remuneration Committee met on 7 occasions, of which each member attended all 7 meetings.</p> <p>Following Matthew's resignation, the Board believes that it is currently not of a relevant size to maintain a Remuneration Committee and, accordingly, the Board remains responsible for such matters and will discharge its responsibilities in accordance with the Nomination and Remuneration Committee Charter (to the extent applicable).</p> <p>Please refer to the Company's Nomination and Remuneration Committee Charter and Remuneration Policy available via the Company's website, http://investors.thebetmakers.com/corporate-governance/, for further details.</p>
8.2	A listed entity should separately disclose its policies and practices regarding the remuneration of non-executive directors and the remuneration of executive directors and other senior executives.	Yes	<p>The Nomination and Remuneration Committee Charter sets out the responsibility for (among other things):</p> <ul style="list-style-type: none"> • reviewing and approving Board, director and executive remuneration and incentive policies and practices in line with relevant legislation and corporate governance principles relating to remuneration practices and employment policies, including the process by which any pool of directors' fees approved by shareholders is allocated to directors; • considering and approving each executive director's total remuneration having regard to executive remuneration and incentive policies; and • reviewing the remuneration of non-executive directors for serving on the Board and any committee (both individually and in total). <p>During the Reporting Period until 25 May 2018, the then-constituted Nomination and Remuneration Committee was responsible for undertaking such matters. However, following Matthew Cain's resignation on 25 May 2018, the Board believes that it is currently not of a relevant size to maintain a Remuneration Committee and, accordingly, the Board remains responsible for the above matters.</p> <p>Please refer to the Company's Nomination and Remuneration Committee Charter and Remuneration Policy available via the Company's website, http://investors.thebetmakers.com/corporate-governance/, for further details.</p>
8.3	<p>A listed entity which has an equity-based remuneration scheme should:</p> <p>(a) have a policy on whether participants are permitted to enter into transactions (whether through the use of derivatives or otherwise) which limit the economic risk of participating in the scheme; and</p> <p>(b) disclose that policy or a summary of it.</p>	Yes	<p>The Company has implemented a Long Term Incentive Plan (LTIP) to assist in the reward, retention and motivation of executives and key employees of the Group (Participants).</p> <p>The Company's Securities Trading Policy prohibits Participants from entering into transactions (through the use of derivatives) which limit the economic risk of participating in the LTIP.</p> <p>Please also see the Securities Trading Policy available via the Company's website, http://investors.thebetmakers.com/corporate-governance/, for further details.</p>