

27 May 2019

ASX Compliance Pty Ltd
Attn: Charlotte Hope, Senior Adviser
20 Bridge St
SYDNEY NSW 2000

By email: ListingsComplianceSydney@asx.com.au

Dear Ms Hope

Response to ASX Query regarding Betgenius Announcement

We refer to your letter dated 22 May 2019 ("**your letter**") in relation to the announcement entitled 'Betmakers to power Betgenius racing offering' ("**Announcement**") lodged by The Betmakers Holdings Limited ("**TBH**") on 22 May 2019. Please see below TBH's responses to your questions:

Any capitalised term not defined in this letter has the same meaning as in your letter.

1. When did TBH first become aware of the Relevant Information?

GBS and Betgenius have had an ongoing relationship whereby GBS has supplied a 'light' version of its Price Manager technology to Betgenius to service a small number of its clients. While the parties confidentially negotiated expanding both the services provided and the number of clients to be offered the services, Betgenius commenced integration of the 'full' version of the Price Manager technology.

On 1 May 2019, GBS allowed Betgenius to access the full version of the technology to allow Betgenius to further understand the technology and investigate the integration process while the commercial terms were being negotiated between the parties.

TBH first became aware of the Relevant Information on the evening of Tuesday, 21 May 2019, when a copy of the agreement between Global Betting Services Pty Ltd ("**GBS**") and Betgenius Limited ("**Betgenius**") executed by Betgenius was delivered to TBH ("**Agreement**"). Accordingly, while Betgenius gained access to GBS' services on 1 May 2019 (and commenced paying for that access), there was no binding continuing obligation on either GBS or Betgenius in relation to GBS' services until the agreement was executed and delivered on 21 May 2019.

As set out in your letter, the Announcement was then lodged by TBH at 9:21am (AEST) on Wednesday, 22 May 2019, being prior to the ASX trading hours opening.

As encouraged by ASX pursuant to section 5.4 of ASX Guidance Note 8, the parties executed the agreement after the market had closed and announced the Relevant Information before the market re-opened the following day, to avoid disrupting the normal course of trading.

2. Does TBH consider the Relevant Information to be information that a reasonable person would expect to have a material effect on the price or value of its securities?

As disclosed in the Announcement, TBH considers the Relevant Information, being the signing of the binding Agreement, may be information that a reasonable person would expect to have a material effect on the price or value of its securities having regard to the expanded client base and potential revenues the Company may generate from that client base.

3. *If the answer to question 2 is “no”, please advise the basis for that view.*

N/A

4. *If the answer to question 2 is “yes” and TBH first became aware of the Relevant Information before the relevant date, did TBH make any announcement prior to the relevant date which disclosed the information? If so, please provide details. If not, please explain why this information was not released to the market at an earlier time, commenting specifically on when you believe TBH was obliged to release the information under Listing Rules 3.1 and 3.1A and what steps TBH took to ensure that the information was released promptly and without delay.*

No, the Relevant Information was not announced prior to 22 May 2019. The Board of TBH took the view that, up until this time:

- the Relevant Information concerned incomplete negotiations between GBS and Betgenius;
- the Relevant Information was confidential and ASX had not formed the view that the information had ceased to be confidential;
- a reasonable person would not expect the Relevant Information to be disclosed; and
- having regard to the status of negotiations prior to 21 May 2019, it would not be reasonable for investors and their professional advisers to expect to find the Relevant Information in a prospectus.

5. *Please confirm that TBH is complying with the Listing Rules and, in particular, Listing Rule 3.1.*

To the extent that TBH is aware, it is in compliance with the Listing Rules, including Listing Rule 3.1.

6. *Please confirm that TBH’s responses to the questions above have been authorised and approved in accordance with its published continuous disclosure policy or otherwise by its board or an officer of TBH with delegated authority from the board to respond to ASX on disclosure matters.*

Yes, TBH confirms that the responses to the questions above have been authorised by the Board in accordance with TBH’s published continuous disclosure policy.

Please let me know if you require any further information.

Kind regards

A handwritten signature in black ink, appearing to read 'Charly Duffy'.

Charly Duffy
Company Secretary
The BetMakers Holdings Limited



22 May 2019

Ms Charly Duffy
Company Secretary
The BetMakers Holdings Limited
22 Lambton Road
Broadmeadow
NSW, 2292

By email

Dear Ms Duffy

The BetMakers Holdings Limited ('TBH'): Aware Query

ASX refers to the following:

- A. TBH's announcement entitled "Betmakers to power Betgenius racing offering" (the "Announcement") lodged on the ASX Market Announcements Platform and released at 9.21 AM on 22 May 2019, disclosing the agreement entered into between Global Betting Services Pty Ltd ("GBS"), a wholly owned subsidiary of TBH and Betgenius Limited, a global wagering technology company for the distribution of its complete racing solution (the "Relevant Information"), whereby GBS commenced providing its services under the agreement on 1 May 2019.
- B. The change in the price of TBH's securities from a closing price of \$0.037 on Tuesday, 21 May 2019 increasing to a high of \$0.048 today. We also note a significant increase in the volume of TBH's securities traded today following release of the Announcement.
- C. Listing Rule 3.1, which requires a listed entity to immediately give ASX any information concerning it that a reasonable person would expect to have a material effect on the price or value of the entity's securities.
- D. The definition of "aware" in Chapter 19 of the Listing Rules, which states that:
"an entity becomes aware of information if, and as soon as, an officer of the entity (or, in the case of a trust, an officer of the responsible entity) has, or ought reasonably to have, come into possession of the information in the course of the performance of their duties as an officer of that entity" and section 4.4 in Guidance Note 8 Continuous Disclosure: Listing Rules 3.1 – 3.1B "When does an entity become aware of information."
- E. Listing Rule 3.1A, which sets out exceptions from the requirement to make immediate disclosure, provided that each of the following are satisfied.

"3.1A Listing rule 3.1 does not apply to particular information while each of the following is satisfied in relation to the information:

3.1A.1 One or more of the following applies:

- It would be a breach of a law to disclose the information;*
- The information concerns an incomplete proposal or negotiation;*
- The information comprises matters of supposition or is insufficiently definite to warrant disclosure;*
- The information is generated for the internal management purposes of the entity; or*
- The information is a trade secret; and*

3.1A.2 *The information is confidential and ASX has not formed the view that the information has ceased to be confidential; and*

3.1A.3 *A reasonable person would not expect the information to be disclosed."*

- F. ASX's policy position on the concept of "confidentiality", which is detailed in section 5.8 of Guidance Note 8 *Continuous Disclosure*: Listing Rules 3.1 – 3.1B. In particular, the Guidance Note states that:

"Whether information has the quality of being confidential is a question of fact, not one of the intention or desire of the listed entity. Accordingly, even though an entity may consider information to be confidential and its disclosure to be a breach of confidence, if it is in fact disclosed by those who know it, then it ceases to be confidential information for the purposes of this rule."

Request for Information

Having regard to the above, ASX asks TBH to respond separately to each of the following questions and requests for information:

1. When did TBH first become aware of the Relevant Information?
2. Does TBH consider the Relevant Information to be information that a reasonable person would expect to have a material effect on the price or value of its securities?
3. If the answer to question 1 is "no", please advise the basis for that view.
4. If the answer to question 1 is "yes" and TBH first became aware of the Relevant Information before the relevant date, did TBH make any announcement prior to the relevant date which disclosed the information? If so, please provide details. If not, please explain why this information was not released to the market at an earlier time, commenting specifically on when you believe TBH was obliged to release the information under Listing Rules 3.1 and 3.1A and what steps TBH took to ensure that the information was released promptly and without delay.
5. Please confirm that TBH is complying with the Listing Rules and, in particular, Listing Rule 3.1.
6. Please confirm that TBH's responses to the questions above have been authorised and approved in accordance with its published continuous disclosure policy or otherwise by its board or an officer of TBH with delegated authority from the board to respond to ASX on disclosure matters.

When and where to send your response

This request is made under Listing Rule 18.7. Your response is required as soon as reasonably possible and, in any event, by no later than 9.30 AM **AEST Monday, 27 May 2019**.

You should note that if the information requested by this letter is information required to be given to ASX under Listing Rule 3.1 and it does not fall within the exceptions mentioned in Listing Rule 3.1A, TBH's obligation is to disclose the information "immediately". This may require the information to be disclosed before the deadline set out in the previous paragraph and may require TBH to request a trading halt immediately.

If you wish to request a trading halt, you must tell us:

- the reasons for the trading halt;
- how long you want the trading halt to last;
- the event you expect to happen that will end the trading halt;
- that you are not aware of any reason why the trading halt should not be granted; and
- any other information necessary to inform the market about the trading halt, or that we ask for.

We require the request for a trading halt to be in writing. The trading halt cannot extend past the commencement of normal trading on the second day after the day on which it is granted.

You can find further information about trading halts in Guidance Note 16 *Trading Halts & Voluntary Suspensions*.

ASX reserves the right to release a copy of this letter and your response on the ASX Market Announcements Platform under Listing Rule 18.7A. Accordingly, your response should be in a form suitable for release to the market.

Your response should be sent to me by e-mail at ListingsComplianceSydney@asx.com.au. It should not be sent directly to the ASX Market Announcements Office. This is to allow me to review your response to confirm that it is in a form appropriate for release to the market, before it is published on the ASX Market Announcements Platform.

Listing Rules 3.1 and 3.1A

In responding to this letter, you should have regard to TBH's obligations under Listing Rules 3.1 and 3.1A and also to Guidance Note 8 *Continuous Disclosure: Listing Rules 3.1 – 3.1B*. It should be noted that TBH's obligation to disclose information under Listing Rule 3.1 is not confined to, nor is it necessarily satisfied by, answering the questions set out in this letter.

Suspension

If you are unable to respond to this letter by the time specified above ASX will likely suspend trading in TBH's securities under Listing Rule 17.3.

Enquiries

If you have any queries or concerns about any of the above, please contact me immediately.

Yours sincerely

Charlotte Hope
Senior Adviser, Listings Compliance (Sydney)