

Notice of General Meeting

BetTube Corporation Pty Limited ACN 635 285 326

Place: Ground Floor, 7 Bridge Street, Sydney NSW 2001

Date: Monday 31 October 2022

Time: 11 am

Ordinary Business to be Conducted:

1. Annual Report
To receive and consider the Company's Financial Report, the Director's Report and the Auditor's Report for the year ended 30 June 2022.
2. Remuneration Report
To consider, and if thought fit, pass the following resolution as an ordinary resolution:
Resolved that the Remuneration Report be adopted.
The Company will disregard any votes cast (in any capacity) on item 2 by or on behalf of a member of key management personnel (which includes Directors) unless the vote is cast as a proxy for a person entitled to vote in accordance with a direction on the proxy form.
3. Retirement by rotation not to apply to Directors
To consider and, if thought fit, to pass the following resolution as an ordinary resolution:
Resolved that, as allowed under Clause 129 of the Constitution, the provision in Clause 129 of the Constitution for retirement by rotation which applies to directors, will not apply and directors are not subject to retirement by rotation until the General Meeting determines otherwise.
4. Appointment and remuneration of auditor
To consider and, if thought fit, to pass the following resolution as an ordinary resolution:
Resolved that Grant Thornton Audit Pty Ltd of Level 17, 383 Kent Street, Sydney NSW 2000, having been nominated by a member of the Company and consented in writing to act, is appointed as auditor of the Company on the terms and conditions of engagement as tabled.

By order of the Board

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Company Secretary

23 September 2022

Encl.

.../Nomination of Auditor by shareholder

.../Consent by Auditor

NOTES

This information forms part of the Notice of Meeting.

Attending the Meeting

All shareholders may attend the Annual General Meeting.

Joint holders: In the case of joint shareholders, all holders may attend the Meeting. If only one holder attends (including by proxy), that shareholder may vote at the Meeting as if that holder were solely entitled to the shares. If more than one joint holder is present (including by proxy), the joint holder whose name appears first in the register may vote.

Proxy: If you are unable to attend the Meeting, you are entitled to appoint a proxy to attend and vote. Your proxy need not be a Member of the Company. If you are entitled to cast 2 or more votes, you may appoint 2 proxies but you must specify the proportion or number of votes each proxy is appointed to exercise. If you appoint a proxy, you may still attend the meeting. However, your proxy's rights to speak and vote will be suspended while you are present. See the attached Proxy Form for information on appointing a proxy.

If you appoint the Chair as your proxy or the Chair becomes your proxy by default, please note that unless you provide directions on how to vote, the Chair intends to vote undirected proxies in favour of the resolutions.

Your completed Proxy Form must be received by no later than 11:00 am on Saturday 29 October 2022 before the Meeting. An original certified copy of any power of attorney under which the form was signed must also be received by this time unless previously provided to the Company.

Proxy documents may be lodged in any of the following ways:

Post or hand delivery

To the company's registered office at Level 3, 7 Bridge Street, Sydney NSW 2000

Electronic lodgement

Email to corporate@bettubecorporation.com

Corporate shareholder: A body corporate may appoint an individual as its representative to attend and vote at the meeting and exercise any other powers the body corporate can exercise at the meeting. The appointment may be a standing one. The representative should bring to the meeting evidence of their appointment, including any authority under which the appointment is signed, unless it has previously been given to the Company.

Voting rights

Each shareholder is entitled to one vote.

For the purposes of voting at the Meeting, shares will be taken to be held by the persons who are registered as members as at 11:00 am on Saturday 29 October 2022.

Questions from shareholders

Shareholders may direct questions during the meeting to the Chair about the operation and management of the Company (including in relation to the Company's remuneration report), or to the Company's auditor about the content of the auditor's report and the conduct of the audit.

Shareholders may submit written questions to the auditor about the auditor's report and the conduct of the audit. The questions must be given to the company no later than the fifth business day before the date the AGM is to be held. The company must pass the questions on to the auditor as soon as practicable and then the auditor must compile a question list. The company must, at or before the start of the AGM, make copies of the question list reasonably available to the members attending the AGM.

Explanatory Statement

This Explanatory Statement has been prepared for the shareholders of BetTube Corporation Ltd (Company) to provide information about the items of business to be considered at the Annual General Meeting of shareholders to be held on 31 October 2022.

This Explanatory Statement is an important document and should be read carefully by all shareholders.

It is given to shareholders to provide them with information that the Board believes to be material to shareholders in deciding whether and how to vote on the resolutions. Shareholders should read the Explanatory Statement in full. If you are in doubt about what to do, you should consult your financial or other professional adviser.

The Explanatory Statement does not take into account the individual investment objectives, financial situation and needs of individual shareholders or any other person. Accordingly, it should not be relied on solely in determining how to vote on the resolutions. The Company is not licensed to provide financial product advice in relation to the Company shares or any other financial product.

Item 1 Annual financial report

The financial statements, directors' report and auditor's report for the Company for the year ended 30 June 2022 will be laid before the meeting.

There is no requirement for shareholders to approve these reports. However, the Chair will allow a reasonable opportunity for shareholders to ask questions about, or make comments on, the operations and management of the Company.

Shareholders will be given a reasonable opportunity to ask the auditor questions about the conduct of the audit, the preparation and content of the auditor's report, the accounting policies adopted by the Company in relation to the preparation of the financial statements and the independence of the auditor.

Item 2 Remuneration report

A resolution for adoption of the remuneration report is required to be considered and voted on in accordance with the *Corporations Act 2001 (Cth)*.

The remuneration report details the Company's policy on the remuneration of the Board, the CEO and other key management personnel (KMP) and is included in the Company's Annual Report which is available at bettubecorporation.com.

The vote on the adoption of the remuneration report resolution is advisory only and does not bind the directors or the Company. However, the Board will take the outcome of the vote into consideration when reviewing the remuneration practices and policies of the Company.

Shareholders will be given the opportunity to ask questions and to make comments on the remuneration report.

Voting exclusions

The Company will disregard any votes cast on this resolution:

- by or on behalf of a member of the KMP named in the remuneration report for the year ended 30 June 2022 or that KMP's closely related party, regardless of the capacity in which the vote is cast;
- as a proxy by a member of the KMP at the date of the meeting, or that KMP's closely related party, unless the vote is cast as a proxy for a person who is entitled to vote on this resolution in accordance with their directions on how to vote as set out in the proxy appointment or by the Chair pursuant to an express authorisation on Proxy Form.

Directors' recommendation

The Board recommends that shareholders vote in favour of the resolutions in item 2. The Chair intends to vote undirected proxies in favour of this resolution.

Item 3 Retirement by rotation not to apply to Directors

Clause 129 of the Company's Constitution states:

129. Retirement by rotation

Unless otherwise determined by a Resolution of the Company, while the Company is Listed, one third of the Directors for the time being, or if their number is not a multiple of 3, then the whole number nearest one third, must retire from office at each annual general meeting. The Directors to retire will be those who have been longest in office since their last election, but as between persons who became Directors on the same day, those to retire will, unless they otherwise agree among themselves, be determined by drawing lots. A retiring Director may act as a Director throughout the meeting at which it retires and at any adjournment. This clause does not apply to the managing director, but if there is more than 1 managing director, only the managing director who was first appointed is entitled not to be subject to re-election.

The Company currently has 3 directors. It is not practical to proceed with the requirement to retire directors by rotation at every AGM.

Note that clause 129 specifies only an ordinary resolution.

The Company and/or Members will have the opportunity to revisit the issue and determine otherwise should there be a change in circumstances.

Directors' recommendation

The Board recommends that shareholders vote in favour of the resolutions in item 3. The Chair intends to vote undirected proxies in favour the resolutions in item 3.

BetTube Pty Ltd ACN 120 360 134
41 Burlington Street, Crows Nest, NSW 2065

19 September 2022

Company Secretary
BetTube Corporation Ltd
Level 3, 7 Bridge Street,
Sydney NSW 2000

Nomination of Auditor for BetTube Corporation Ltd (Company)

This is written notice pursuant to section 328B(1) of the *Corporations Act 2001 (Cth)*, that BetTube Pty Ltd, as shareholder in Company, nominates Grant Thornton Audit Pty Ltd of Level 17, 383 Kent Street, Sydney NSW 2000, as auditor of the Company to be voted on at the Company's Annual General Meeting in 2022.

Yours truly,



Anthony Waller
Director
BetTube Pty Ltd

Anthony Waller
BetTube Corporation Pty Limited
Level 3, 7 Bridge Street
Sydney NSW 2000

Grant Thornton Audit Pty Ltd
Level 17
383 Kent Street
Sydney NSW 2000
Locked Bag Q800
Queen Victoria Building NSW
1230
T +61 2 8297 2400

30 March 2022

Dear Anthony

BetTube Corporation Limited

Thank you for discussing with us the requirements of our forthcoming engagement. This letter (the “Engagement Letter”) documents our mutual understanding of the arrangements for the services described herein.

The Auditing and Assurance Standards Board (AUASB) recommends to members the scope and extent of work to be performed for clients should be agreed in writing. Accordingly, this letter records the terms and conditions of our engagement as auditors and as such constitutes the agreement between us. All services are provided subject to the terms and limitations set out in this letter and the attached Grant Thornton Standard Terms and Conditions (the Terms) and any other appendices (collectively, the Agreement). You should carefully read the Terms, as they form an important part of our contract with you.

Scope of services

Grant Thornton Audit Pty Ltd (“Grant Thornton”) previously audited the consolidated statements of financial position of BetTube Corporation Pty Ltd and its subsidiaries (collectively, the “Company”), as of 30 June 2021, and the related consolidated statements of profit and loss and other comprehensive income, statements of changes in equity, and statements of cash flows for the year then ended.

The Company is engaging Grant Thornton to issue our consent permitting the incorporation by reference of our report dated 2 March 2022 on the aforementioned financial statements into the following information memorandum with the National Stock Exchange of Australia (NSXA) This includes the financial statement schedules referred to in our report that have been subjected to the audit procedures applied in the audit of the basic financial statements.

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In connection with this engagement, we will perform certain procedures required by professional standards for the purpose of ascertaining the occurrence of subsequent events that may require modification, adjustment, or disclosure within the aforementioned financial statements. The likelihood that we will discover subsequent events decreases following the completion of the audit. Accordingly, we will rely, for the most part, on the inquiries and representations of management.

Our procedures, which cannot be relied upon to disclose errors, fraud, or illegal acts, generally include:

- reading the information memorandum
- reading and discussing with management the latest available interim financial statements
- reading minutes of meetings of stockholders or directors and inquiring about matters dealt with at such meetings
- making certain inquiries of management pertaining to events occurring subsequent to the date of our auditor's report, including the status of substantial contingent liabilities or commitments, significant changes in equity, long-term debt or working capital, unusual adjustments, and other matters
- inquiring of the company's legal counsel concerning litigation, claims, and assessments
- obtaining certain representations from management, as discussed below
- making additional inquiries or performing other procedures we consider necessary and appropriate.

Our overall objective will be the completion of the foregoing procedures through the date of our consent and, upon their completion and subject to our findings, the rendering of our consent. Based on the results of our procedures, we will consider whether the financial statements or our auditors report need to be modified in order to consent to the inclusion of our report in the aforementioned information memorandum. However, it is possible that because of unexpected circumstances, we may determine that we are unable to issue our consent or complete the engagement. Accordingly, we may decline to issue our consent. Further, if in our professional judgment the circumstances necessitate, we may resign from the engagement prior to completion.

Directors' responsibilities

The Directors are responsible for the appointment, compensation, and oversight of our work. Accordingly, the Directors should approve the services under this Engagement Letter. In addition, it is important for the Director's to communicate to us matters they believe are relevant to our engagement.

We affirm to you that the services described herein do not impair our independence under section 307C of the Corporations Act 2001 or any applicable code of professional conduct in relation to the audit.

Management responsibilities

As you are aware, the financial statements are the responsibility of management. Management has the fundamental and primary responsibility for the accuracy of information filed with the NSXA. Management is also responsible for designing, implementing, and maintaining effective internal control over financial reporting, which includes adequate accounting records and procedures to safeguard the Company's assets, and ensuring that the Company complies with all laws, regulations, contracts, and grants.

In connection with this engagement, management should inform us of the following matters subsequent to 30 June 2021 through the date of our consent:

- any fraud and suspected fraud affecting the Company, as well as the prompt, corrective action proposed
- any known violations of laws, regulations, contracts, and grants
- any events that would require adjustment to or disclosure in the aforementioned financial statements, including any subsequent discovery of facts that may have existed at the date of our auditor's report that may have affected the financial statements or the related disclosures.

We will require management's cooperation to complete our services. Management should make all financial records and related information available to us during our engagement. In addition, we will obtain written representations from management, which we will rely upon, about events occurring

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subsequent to the date of our auditor's report, including whether any previous representations provided in connection with the aforementioned audit should be modified.

Independence

We have established policies and procedures designed to ensure our independence, including policies on holding financial interests in the Company, business relationships, rotation of Audit Partners, employment relationships, and the provision of non-audit services.

We confirm that, to the best of our knowledge and belief, we currently meet the independence requirements of the *Corporations Act 2001* in relation to the consent of inclusion of the financial report in the Information Memorandum. We also confirm that we have the appropriate processes in place to allow us to meet the independence requirements of the *Corporations Act 2001*. In conducting our consent to inclusion, should we become aware that we have contravened the independence requirements of the *Corporations Act 2001*, we shall notify you in a timely basis.

The *Corporations Act 2001* includes specific restrictions on the employment relationships that can exist between the entity and its auditors. To assist us in meeting the independence requirements of the *Corporations Act 2001*, we request you discuss with the Engagement Partner:

- the provision of any non-audit services offered to you by Grant Thornton or its related entities prior to engaging or accepting the service
- the prospective employment opportunities of any current or former partner or professional employee of Grant Thornton or its related entities prior to the commencement of formal employment discussions with the current or former partner or professional employee.

Other services

We will be pleased to provide any additional services that may be required from time to time, provided such services do not impair our independence. However, this Engagement Letter and appendices apply only to the work described in this letter. Should additional services be required over and above such work, then separate terms of engagement will need to be agreed. In particular this letter does not deal with letters of accounting advice or other reports required by legislation or regulation other than the *Corporations Act 2001*.

Health and safety

We are required to comply with the provisions of the Workplace Health and Safety and Occupational Health and Safety Legislation by taking all practical steps to ensure the health and safety of our people. Grant Thornton's policy expects mutual responsibility for people to ensure their own safety and that no harm is caused to others in the workplace, but the Legislation places responsibility for their safety on your Company when they are visitors to your site.

Dispute resolution

If there is any dispute arising between the parties concerning this engagement, or as to any matter or in any way connected with or arising out of the provision of services by us or the rights, duties, or liabilities of any party in connection with such services, then the dispute must be advised in writing to all other affected parties, and those parties must in good faith enter into a dispute resolution process agreed upon by them, or failing agreement, recommended by the Chartered Accountants Australia and New Zealand (CA ANZ).

Other

We look forward to the full cooperation of your team and we trust that they will make available to us any records, documentation and other information necessary for our consent.

The Terms of this letter apply to all work carried out by us in connection with this engagement prior to the date of signing this letter.

Standard Terms and Conditions for all engagements undertaken by Grant Thornton and its associated entities are attached to this Engagement Letter. Acceptance of this Engagement Letter indicates your

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agreement with and acceptance of the Terms and Conditions set out by Grant Thornton. If there is any conflict between this Engagement Letter and the Terms and Conditions, the Engagement Letter will take precedence.

It would be appreciated if you could acknowledge this letter by signing and returning the attached copy to indicate it agrees with your understanding of the arrangements for our review of the financial report including our respective responsibilities.

Fees

Our fees, which will be billed as work progresses, are based on the time spent and level of expertise of those Grant Thornton personnel assigned to the engagement plus direct out-of-pocket expenses. Individual hourly rates vary according to the degree of responsibility involved and the experience and skill required.

You have requested that we provide you with a written fee estimate. Our fee estimate for the audit is provided in the attached Appendix 1 along with the assumptions upon which it is made.

This engagement includes only those services specifically described in this letter. Costs and time spent on legal matters or proceedings arising from our engagement, such as subpoenas, testimony, or consultation involving private litigation, arbitration or government regulatory inquiries at your request or by subpoena, will be billed to you separately.

Yours sincerely

GRANT THORNTON AUDIT PTY LTD



Nicole Bradley

Partner – Audit & Assurance

Client acknowledgement

We acknowledge the above Engagement Letter is in accordance with our understanding of the arrangements for the audit of our financial report.

Acknowledged and agreed on behalf of BetTube Corporation Limited by:



Signature

Signature

____Anthony Waller_____

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Name

Name

____CEO - Director_____

____Company Secretary, Legal Governance_____

Title

Title

____1 April 2022_____

____1 April 2022_____

Date

Date

Appendix 1 – Fee estimate

Fee estimate for the consent for inclusion:

Our fee estimate is made up as follows:

Item	\$
Consent	5,000 - 10,000
Total (excluding GST)	5,000 – 10,000

The proposed fee is based on the following assumptions:

Fee estimate assumptions – consent

- Your team will prepare all requested information per Nicole Bradley's request via e-mail on 29/3/22.
- No additional subsequent events or revisions to the 30 June 2021 financial statements are necessary.
- Our fee estimate is based upon the information provided to us in relation to the Company.
- With the advent of COVID-19 and a constantly changing landscape, these assumptions may be tested as the year unfolds and our work progresses.
- In the event of any major interruption outside of your and our control, the impact on our time cost and ability to meet reporting deadlines will need to be discussed and agreed at that time.
- The accounting systems and accounting resources are adequate for the scale of operations of the Company.
- Additional time will be billed if we incur costs as a result of factors such as:
 - information not being provided to us within agreed time limits
 - significant errors in the information provided to us
 - the scale of the business significantly changing
 - a material issue arising which was not reasonably contemplated at the time of the fee estimate.
- Ten per cent GST will be added to the above fees.
- The above fee estimate does not include our direct out of pocket expenses, which will be billed separately as incurred.
- If we are required to respond to requests for information from regulators in relation to our engagement as auditor, you will reimburse us at standard billing rates for our professional time and expenses, including reasonable legal fees, incurred in responding to such requests.

Should there be any changes to the above assumptions, our fee estimate would be revised accordingly.