



SPORTSHERO LIMITED

ABN 98 123 423 987

NOTICE OF ANNUAL GENERAL MEETING

**For the Annual General Meeting of the Company to be held at
10:00 am (AEST) on Wednesday 28 November 2018 at
29 Brookside Place
Lota, Queensland, Australia 4179**

This Notice of Annual General Meeting should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their accountant, solicitor or other professional adviser prior to voting.

**Should you wish to discuss any matter please do not hesitate to contact the Company
Secretary by telephone on +61 42 999 5000**

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that an annual general meeting of Shareholders of SportsHero Limited (**Company**) will be held at 29 Brookside Place, Lota, Queensland, Australia 4179 on Wednesday, 28 November 2018 at 10:00 am (AEST) (**Meeting**).

The Explanatory Memorandum to this Notice provides additional information on matters to be considered at the Meeting. The Explanatory Memorandum and the Proxy Form form part of this Notice.

The Directors have determined pursuant to regulation 7.11.37 of the Corporations Regulations 2001 (Cth) that the persons eligible to vote at the Meeting are those who are registered as Shareholders on 26 November 2018 at 5.00 pm (AEST).

Terms and abbreviations used in this Notice and Explanatory Memorandum are defined in Schedule 1 of the Explanatory Memorandum.

AGENDA

1. Annual Report

To table and consider the Annual Report of the Company and its controlled entities for the year ended 30 June 2018, which includes the Financial Report, the Directors' Report and the Auditor's Report.

2. Resolution 1 – Adoption of Remuneration Report

To consider, and if thought fit, to pass the following resolution as a **non-binding resolution**:

"That, the Remuneration Report be adopted by the Shareholders on the terms and conditions in the Explanatory Memorandum."

Voting Exclusion

In accordance with section 250R of the Corporations Act, a vote on this Resolution must not be cast by, or on behalf of, a member of the Key Management Personnel whose remuneration details are included in the remuneration report, or a Closely Related Party of such member. However, a vote may be cast by such person if:

- (a) the person is acting as proxy and the Proxy Form specifies how the proxy is to vote, and the vote is not cast on behalf of a person who is otherwise excluded from voting on this Resolution as described above; or
 - (b) the person is the Chair voting an undirected proxy which expressly authorises the Chair to vote the proxy on a resolution connected with the remuneration of a member of the Key Management Personnel.
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3. Resolution 2 – Re-election of Director – Mr Christopher Green

To consider and if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

"That, Mr Christopher Green, being a Director of the Company who retires in accordance with clause 11.3 of the Constitution and, being eligible for re-election, is re-elected as a Director of the Company."

4. Resolution 3 – Ratification of issue of 12,500,000 Shares on 10 January 2018

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

"That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, the Company ratifies the issue of 12,500,000 Shares on 10 January 2018 and otherwise on the terms and conditions set out in the Explanatory Memorandum."

Voting Exclusion: The Company will disregard any votes cast on this Resolution by any person who participated in the issue and any associates of those persons. However, the Company need not disregard a vote if cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form or is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

5. Resolution 4 – Ratification of issue of 1,500,000 Shares and 2,500,000 Performance Rights on 10 January 2018

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

"That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, the Company ratifies the issue of 1,500,000 Shares and 2,500,000 Performance Rights on 10 January 2018 and otherwise on the terms and conditions set out in the Explanatory Memorandum."

Voting Exclusion: The Company will disregard any votes cast on this Resolution by any person who participated in the issue and any associates of those persons. However, the Company need not disregard a vote if cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form or is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

6. Resolution 5 – Ratification of issue of 3,000,000 Shares and 8,000,000 Performance Rights on 10 January 2018

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

"That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, the Company ratifies the issue of 3,000,000 Shares and 8,000,000 Performance Rights on 10 January 2018 and otherwise on the terms and conditions set out in the Explanatory Memorandum."

Voting Exclusion: The Company will disregard any votes cast on this Resolution by any person who participated in the issue and any associates of those persons. However, the Company need not disregard a vote if cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form or is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

7. Resolution 6 – Ratification of issue of 1,000,000 Options on 7 February 2018

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

"That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, the Company ratifies the issue of 1,000,000 Options on 7 February 2018 and otherwise on the terms and conditions set out in the Explanatory Memorandum."

Voting Exclusion: The Company will disregard any votes cast on this Resolution by any person who participated in the issue and any associates of those persons. However, the Company need not disregard a vote if cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form or is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

8. Resolution 7 – Ratification of issue of 1,000,000 Shares and 1,500,000 Performance Rights on 12 July 2018

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

"That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, the Company ratifies the issue of 1,000,000 Shares and 1,500,000 Performance Rights on 12 July 2018 and otherwise on the terms and conditions set out in the Explanatory Memorandum."

Voting Exclusion: The Company will disregard any votes cast on this Resolution by any person who participated in the issue and any associates of those persons. However, the Company need not disregard a vote if cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form or is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

9. Resolution 8 – Approval of 10% Placement Facility

To consider and if thought fit, to pass the following resolution as a **special resolution**:

"That, pursuant to and in accordance with Listing Rule 7.1A and for all other purposes, Shareholders approve the issue of Equity Securities up to 10% of the issued capital of the Company (at the time of the issue) calculated in accordance with the formula prescribed in Listing Rule 7.1A.2 and on the terms and conditions in the Explanatory Memorandum."

Voting Exclusion

The Company will disregard any votes cast on this Resolution by a person who may participate in the 10% Placement Facility and a person who might obtain a benefit, except a benefit solely in the capacity of a holder of Shares, if this Resolution is passed and any associates of such a persons.

However, the Company will not disregard a vote if:

- (a) it is cast by the person as proxy for a person who is entitled to vote, in accordance with directions on the Proxy Form; or
- (b) it is cast by the Chairman as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

The Board recommends that Shareholders vote in favour of Resolution 8.

Dated 23 October 2018

BY ORDER OF THE BOARD

Michael Higginson

Company Secretary

EXPLANATORY MEMORANDUM

1. Introduction

This Explanatory Memorandum has been prepared for the information of Shareholders of the Company in connection with the business to be conducted at the Meeting to be held at 29 Brookside Place, Lota, Queensland, Australia 4179 on Wednesday, 28 November 2018 at 10:00 am (AEST).

This Explanatory Memorandum should be read in conjunction with and forms part of the accompanying Notice. The purpose of this Explanatory Memorandum is to provide information to Shareholders in deciding whether or not to pass the Resolutions in the Notice.

A Proxy Form accompanies this Notice.

2. Action to be taken by Shareholders

Shareholders should read the Notice and this Explanatory Memorandum carefully before deciding how to vote on the Resolutions.

2.1 Proxies

A Proxy Form accompanies this Notice. This is to be used by Shareholders if they wish to appoint a representative (a 'proxy') to vote in their place. All Shareholders are invited and encouraged to attend the Meeting or, if they are unable to attend in person, sign and return the Proxy Form to the Company in accordance with the instructions thereon and set out in 2.3 below. Lodgment of a Proxy Form will not preclude a Shareholder from attending and voting at the Meeting in person.

Please note that:

- (a) a member of the Company entitled to attend and vote at the Meeting is entitled to appoint a proxy;
- (b) a proxy need not be a member of the Company; and
- (c) a member of the Company entitled to cast two or more votes may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise, but where the proportion or number is not specified, each proxy may exercise half of the votes.

The enclosed Proxy Form provides further details on appointing proxies and lodging Proxy Forms.

2.2 Voting Prohibition by Proxy Holders

In accordance with section 250R of the Corporations Act, a vote on Resolution 1 must not be cast (in any capacity) by, or on behalf of:

- (a) a member of the Key Management Personnel whose remuneration details are included in the Remuneration Report; or
- (b) a Closely Related Party of such member.

However, a person described above may cast a vote on Resolution 1 as proxy if the vote is not cast on behalf of a person described in subparagraphs (a) or (b) above and either:

- (a) the person does so as a proxy appointed by writing that specifies how the proxy is to vote on Resolution 1; or
- (b) the person is the Chair and the appointment of the Chair as proxy:
 - (i) does not specify the way the proxy is to vote on Resolution 1; and
 - (ii) expressly authorises the Chair to exercise the proxy even if Resolution 1 is connected directly or indirectly with the remuneration of the Key Management Personnel.

2.3 Lodging your Proxy Form

A Proxy Form accompanies this Notice. To be valid, your Proxy Form must be received by the Company by one of the means outlined below by no later than 5:00 pm (AEST) on 26 November 2018 (**Proxy Deadline**):

- (a) by mail to SportsHero Limited, 29 Brookside Place, Lota, Queensland, Australia 4179
- (b) in person to 29 Brookside Place, Lota, Queensland, Australia 4179
- (c) by facsimile to +61 7 3901 0751
- (d) email to mike.higginson@iinet.net.au

Proxy Forms received after the Proxy Deadline will be invalid.

3. Annual Report

There is no requirement for Shareholders to approve the Annual Report.

Shareholders will be offered the following opportunities:

- (a) discuss the Annual Report which is available online at www.sportshero.live/;
- (b) ask questions or make comment on the management of the Company;
- (c) ask the auditor questions about the conduct of the audit and the preparation and content of the Auditor's Report.

In addition to taking questions at the Meeting, written questions to the Chair about the management of the Company, or to the Company's auditor about:

- (a) the preparation and the content of the Auditor's Report;
- (b) the conduct of the audit;
- (c) accounting policies by the Company in relation to the preparation of the financial statements; and
- (d) the independence of the auditor in relation to the conduct of the audit,

may be submitted no later than 5 Business Days before the Meeting to the Company Secretary at the Company's registered office.

4. Resolution 1 – Adoption of Remuneration Report

Section 250R(2) of the Corporations Act provides that the Company is required to put the Remuneration Report to the vote of Shareholders. The Directors' Report contains the Remuneration Report which sets out the remuneration policy for the Company and reports the remuneration arrangements in place for the executive Directors, specified executives and non-executive Directors.

Section 250R(3) of the Corporations Act provides that Resolution 1 is advisory only and does not bind the Directors of the Company of itself, a failure of Shareholders to pass Resolution 1 will not require the Directors to alter any of the arrangements in the Remuneration Report.

However, the Corporations Act has been amended by the *Corporations Amendment (Improving Accountability on Director and Executive Remuneration) Act 2011 (Director and Executive Remuneration Act)* which received the Royal Assent on 27 June 2011 and came into effect on 1 July 2011.

The Director and Executive Remuneration Act introduced sections 250U and 250Y, amongst others, into the Corporations Act, giving Shareholders the opportunity to remove the Board if the Remuneration Report receives a 'no' vote of 25% or more at two consecutive annual general meetings (**Two Strikes Rule**).

Under the Two Strikes Rule, where a resolution on the Remuneration Report receives a 'no' vote of 25% or more at two consecutive annual general meetings, the Company will be required to put to Shareholders at the second annual general meeting a resolution on whether another meeting should be held (within 90 days) at which all Directors (other than the managing director) who were in office at the date of approval of the applicable Directors' Report must stand for re-election (**Spill Resolution**).

At the Company's previous annual general meeting the votes cast against the remuneration report considered at that annual general meeting did not exceed 25%. Accordingly, a Spill Resolution is not relevant for this Meeting.

In summary, if the Remuneration Report receives a 'no' vote of 25% or more at this Meeting, Shareholders should be aware that if there is a 'no' vote of 25% or more at the next annual general meeting the consequences are that it may result in the re-election of the Board.

The Chair will allow a reasonable opportunity for Shareholders as a whole to ask about, or make comments on the Remuneration Report.

The Chair intends to exercise all undirected proxies in favour of Resolution 1. If the Chair of the Meeting is appointed as your proxy and you have not specified the way the Chair is to vote on Resolution 1, by signing and returning the Proxy Form, the Shareholder is considered to have provided the Chair with an express authorisation for the Chair to vote the proxy in accordance with the Chair's intention.

5. Resolution 2 – Re-election of Director – Mr Christopher Green

Clause 11.3 of the Constitution of the Company provides that at each annual general meeting one third of the Directors, or if their number is not a multiple of three, then the number nearest to but not more than one third of the Directors must retire from office. A retiring Director is eligible for re-election.

Pursuant to Resolution 2, Mr Christopher Green retires in accordance with the Constitution and being eligible for re-election, offers himself for re-election.

Details of the qualifications and experience of Mr Green are set out in the Annual Report.

6. Resolution 3 – Ratification of issue of 12,500,000 Shares on 10 January 2018

Background

On 10 January 2018, the Company issued 12,500,000 Shares to IPV Capital Limited at an issue price of \$0.08 per Share to raise \$1,000,000 in working capital.

The 12,500,000 Shares rank pari passu with the Company's existing listed Shares.

Resolution 3 seeks Shareholder ratification for the issue of the 12,500,000 Shares on 10 January 2018.

ASX Listing Rules

Subject to certain exceptions, ASX Listing Rule 7.1 restricts a company from issuing or agreeing to issue equity securities in any 12 month period which amount to more than 15% of the company's ordinary securities on issue at the commencement of that period without shareholder approval.

The exception to this rule contained in ASX Listing Rule 7.4 provides an issue made within the 15% limit will be treated as having been made with the approval of shareholders under ASX Listing Rule 7.1 if subsequently approved by shareholders, thereby 'refreshing' the company's ability to issue equity securities within the 15% limit, and restoring the company's ability to make placements within that limit (if that is thought desirable) without the need for shareholder approval.

While the Shares described in this Resolution 3 have been issued within the 15% limit required by ASX Listing Rule 7.1, the Company seeks Shareholder ratification of the issuing of the Shares for the purpose of ASX Listing Rule 7.4 so that the Company's ability to issue securities will be 'refreshed' and it will have flexibility to issue further securities should the need or opportunity arise.

Information Required by ASX Listing Rule 7.5

Pursuant to and in accordance with the requirements of ASX Listing Rule 7.5, the following information is provided to Shareholders to allow them to assess the ratification of the issue of the Shares the subject of this Resolution 3:

- (a) the number of Shares issued was 12,500,000;
- (b) the 12,500,000 Shares were issued to IPV Capital Limited at an issue price of \$0.08 per Share to raise \$1,000,000 in working capital;
- (c) the Shares rank pari passu with the Company's existing Shares; and
- (d) no related party of the Company participated in the issue of the Shares.

7. Resolution 4 – Ratification of issue of 1,500,000 Shares and 2,500,000 Performance Rights on 10 January 2018

Background

On 10 January 2018, the Company issued 1,500,000 Shares and 2,500,000 Performance Rights to Mr Christopher Flintoff. 1,000,000 of the Performance Rights were converted to Shares on 2 March 2018 and 1,500,000 of the Performance Rights lapsed on 31 May 2018.

The 1,500,000 Shares rank pari passu with the Company's existing listed Shares and the terms and conditions of the 2,500,000 Performance Rights are set out in Schedule 2.

Resolution 4 seeks Shareholder ratification for the issue of the 1,500,000 Shares and 2,500,000 Performance Rights on 10 January 2018.

ASX Listing Rules

For information in relation to Listing Rules 7.1 and 7.4, please refer to Section 6 of this Explanatory Memorandum.

While the Shares and Performance Rights described in this Resolution 4 have been issued within the 15% limit required by ASX Listing Rule 7.1, the Company seeks Shareholder ratification of the issuing of the Shares and Performance Rights for the purpose of ASX Listing Rule 7.4 so that the Company's ability to issue securities will be 'refreshed' and it will have flexibility to issue further securities should the need or opportunity arise.

Information Required by ASX Listing Rule 7.5

Pursuant to and in accordance with the requirements of ASX Listing Rule 7.5, the following information is provided to Shareholders to allow them to assess the ratification of the issue of the Shares and Performance Rights the subject of this Resolution 4:

- (a) the number of Shares issued was 1,500,000 and the number of Performance Rights issued was 2,500,000;
- (b) 500,000 Shares were issued to Mr Flintoft in consideration for Mr Flintoft's engagement as the Company's Technical Strategy Adviser;
- (c) 1,000,000 Shares were issued to Mr Flintoft in consideration for the delivery of an implementation plan and strategy for Version 3 of the Company's app;
- (d) 2,500,000 Performance Rights were issued to Mr Christopher Flintoft on the terms and conditions set out in Schedule 2 (1,000,000 of the Performance Rights were converted to Shares on 2 March 2018 and 1,500,000 of the Performance Rights lapsed on 31 May 2018);
- (e) the Shares rank pari passu with the Company's existing Shares and the terms and conditions of the 2,500,000 Performance Rights are set out in Schedule 2. The Performance Rights constitute new classes of security;
- (f) no related party of the Company participated in the issue of the Shares or the Performance Rights; and
- (g) no cash consideration was received from the issue of the 1,500,000 Shares or the 2,500,000 Performance Rights.

8. Resolution 5 – Ratification of issue of 3,000,000 Shares and 8,000,000 Performance Rights on 10 January 2018

Background

On 10 January 2018, the Company issued 3,000,000 Shares and 8,000,000 Performance Rights to Mr Tony Wee (2,000,000 of the Performance Rights converted to Shares on 7 February 2018 and a further 2,000,000 of the Performance Rights converted to shares on 2 March 2018).

The 3,000,000 Shares rank pari passu with the Company's existing listed Shares and the terms and conditions of the 8,000,000 Performance Rights are set out in Schedule 3.

Resolution 5 seeks Shareholder ratification for the issue of the 3,000,000 Shares and 8,000,000 Performance Rights on 10 January 2018.

ASX Listing Rules

For information in relation to Listing Rules 7.1 and 7.4, please refer to Section 6 of this Explanatory Memorandum.

While the Shares and Performance Rights described in this Resolution 5 have been issued within the 15% limit required by ASX Listing Rule 7.1, the Company seeks Shareholder ratification of the issuing of the Shares and Performance Rights for the purpose of ASX Listing Rule 7.4 so that the Company's ability to issue securities will be 'refreshed' and it will have flexibility to issue further securities should the need or opportunity arise.

Information Required by ASX Listing Rule 7.5

Pursuant to and in accordance with the requirements of ASX Listing Rule 7.5, the following information is provided to Shareholders to allow them to assess the ratification of the issue of the Shares and Performance Rights the subject of this Resolution 5:

- (a) the number of Shares issued was 3,000,000 and the number of Performance Rights issued was 8,000,000;
- (b) the 3,000,000 Shares and 8,000,000 Performance Rights were issued to Tony Wee in consideration for the engagement of Mr Tony Wee as the Company's Corporate Advisor;
- (c) the 8,000,000 Performance Rights were issued to Mr Tony Wee on the terms and conditions set out in Schedule 3 (2,000,000 of the Performance Rights converted to Shares on 7 February 2018 and a further 2,000,000 Performance Rights converted to shares on 2 March 2018);

- (d) the Shares rank pari passu with the Company's existing Shares and the terms and conditions of the 8,000,000 Performance Rights are set out in Schedule 3. The Performance Rights constitute new classes of security;
- (e) no related party of the Company participated in the issue of the Shares or the Performance Rights; and
- (f) no cash consideration was received from the issue of the remaining 3,000,000 Shares or the 8,000,000 Performance Rights.

9. Resolution 6 – Ratification of issue of 1,000,000 Options on 7 February 2018

Background

On 7 February 2018, the Company issued 1,000,000 Options each exercisable at \$0.20 and expiring 1 February 2021 to Mr Christopher Robb. The terms and conditions of the 1,000,000 Options are set out in Schedule 4.

Resolution 6 seeks Shareholder ratification for the issue of the 1,000,000 Options on 7 February 2018.

ASX Listing Rules

For information in relation to Listing Rules 7.1 and 7.4, please refer to Section 6 of this Explanatory Memorandum.

While the Options described in this Resolution 6 have been issued within the 15% limit required by ASX Listing Rule 7.1, the Company seeks Shareholder ratification of the issuing of the Options for the purpose of ASX Listing Rule 7.4 so that the Company's ability to issue securities will be 'refreshed' and it will have flexibility to issue further securities should the need or opportunity arise.

Information Required by ASX Listing Rule 7.5

Pursuant to and in accordance with the requirements of ASX Listing Rule 7.5, the following information is provided to Shareholders to allow them to assess the ratification of the issue of the Options the subject of this Resolution 6:

- (a) the number of Options issued was 1,000,000;
- (b) the 1,000,000 Options were issued at a nil issue price to Mr Christopher Robb as an incentive to attract cycling users to the Company's app;
- (c) the Options constitute a new class of security and the terms and conditions of the 1,000,000 Options are set out in Schedule 4;
- (d) no related party of the Company participated in the issue of the Options; and
- (e) no cash consideration was received from the issue of the Options.

10. Resolution 7 – Ratification of issue of 1,000,000 Shares and 1,500,000 Performance Rights on 12 July 2018

Background

On 12 July 2018, the Company issued 1,000,000 Shares and 1,500,000 Performance Rights to Mr Christopher Flintoft in consideration for the engagement of Mr Flintoft as the Company's Chief Digital Officer.

The 1,000,000 Shares rank pari passu with the Company's existing listed Shares and the terms and conditions of the 1,500,000 Performance Rights are set out in Schedule 5.

Resolution 7 seeks Shareholder ratification for the issue of the 1,000,000 Shares and 1,500,000 Performance Rights on 12 July 2018.

ASX Listing Rules

For information in relation to Listing Rules 7.1 and 7.4, please refer to Section 6 of this Explanatory Memorandum.

While the 1,000,000 Shares and 1,500,000 Performance Rights described in this Resolution 7 have been issued within the 15% limit required by ASX Listing Rule 7.1, the Company seeks Shareholder ratification of the issuing of the Shares and Performance Rights for the purpose of ASX Listing Rule 7.4 so that the Company's ability to issue securities will be 'refreshed' and it will have flexibility to issue further securities should the need or opportunity arise.

Information Required by ASX Listing Rule 7.5

Pursuant to and in accordance with the requirements of ASX Listing Rule 7.5, the following information is provided to Shareholders to allow them to assess the ratification of the issue of the 1,000,000 Shares and the 1,500,000 Performance Rights the subject of this Resolution 7:

- (a) the number of Shares issued was 1,000,000 and the number of Performance Rights was 1,500,000;
- (b) the 1,000,000 Shares and 1,500,000 Performance Rights were issued at a nil issue price to Mr Christopher Flintoft in consideration for the engagement of Mr Flintoft as the Company's Chief Digital Officer;
- (c) the 1,000,000 Shares rank *pari passu* with the Company's existing listed Shares and the 1,500,000 Performance Rights constitute a new class of security, the terms and conditions of which are set out in Schedule 5;
- (d) no related party of the Company participated in the issue of the Shares and the Performance Rights; and
- (e) no cash consideration was received from the issue of the 1,000,000 Shares or the issue of the 1,500,000 Performance Rights.

11. Resolution 8 – Approval of 10% Placement Facility

11.1 General

Listing Rule 7.1A enables eligible entities to issue Equity Securities up to 10% of its issued share capital through placements over a 12 month period after the annual general meeting (**10% Placement Facility**). The 10% Placement Facility is in addition to the Company's 15% placement capacity under Listing Rule 7.1.

An eligible entity for the purposes of Listing Rule 7.1A is an entity that is not included in the S&P/ASX 300 Index and has a market capitalisation of \$300 million or less. The Company is an eligible entity because it is not included in the S&P/ASX 300 and its market cap as at 9 October 2018 was \$34.5m.

The Company is now seeking Shareholder approval by way of a special resolution to have the ability to issue Equity Securities under the 10% Placement Facility.

The exact number of Equity Securities to be issued under the 10% Placement Facility will be determined in accordance with the formula prescribed in Listing Rule 7.1A.2 (refer to Section 11.2(c) below).

The Company is looking to build a very large and hyper-engaging community of sports fans around its gamification platform. The Company may use funds raised from the issue of Equity Securities under the 10% Placement Facility to provide further working capital and/or for the possible acquisition of strategic assets.

11.2 Description of Listing Rule 7.1A

(a) Shareholder approval

The ability to issue Equity Securities under the 10% Placement Facility is subject to Shareholder approval by way of a special resolution at an annual general meeting.

(b) Equity Securities

Any Equity Securities issued under the 10% Placement Facility must be in the same class as an existing quoted class of Equity Securities of the Company.

The Company, as at the date of the Notice, has on issue three classes of Equity Securities, namely Shares, options to acquire Shares and Performance Rights that can be converted into Shares.

(c) Formula for calculating 10% Placement Facility

Listing Rule 7.1A.2 provides that eligible entities which have obtained shareholder approval at an annual general meeting may issue or agree to issue, during the 12 month period after the date of the annual general meeting, a number of Equity Securities calculated in accordance with the following formula:

$$(A \times D) - E$$

A is the number of fully paid shares on issue 12 months before the date of issue or agreement:

- (A) plus the number of fully paid shares issued in the 12 months under an exception in Listing Rule 7.2;
- (B) plus the number of partly paid shares that became fully paid in the 12 months;
- (C) plus the number of fully paid shares issued in the 12 months with approval of holders of shares under Listing Rule 7.1 and 7.4. This does not include an issue of fully paid shares under the entity's 15% placement capacity without shareholder approval;
- (D) less the number of fully paid shares cancelled in the 12 months.

Note that A has the same meaning in Listing Rule 7.1 when calculating an entity's 15% placement capacity.

D is 10%

E is the number of Equity Securities issued or agreed to be issued under Listing Rule 7.1A.2 in the 12 months before the date of the issue or agreement to issue that are not issued with the approval of shareholders under Listing Rule 7.1 or 7.4.

(d) Listing Rule 7.1 and Listing Rule 7.1A

The ability of an entity to issue Equity Securities under Listing Rule 7.1A is in addition to the entity's 15% placement capacity under Listing Rule 7.1.

At the date of this Notice, the Company has on issue 255,452,729 Shares and therefore has a capacity to issue up to:

- (i) 38,317,909 Equity Securities under Listing Rule 7.1; and
- (ii) subject to Shareholder approval being obtained under Resolution 8, 25,545,272 Equity Securities under Listing Rule 7.1A.

The actual number of Equity Securities that the Company will have capacity to issue under Listing Rule 7.1A will be calculated at the date of issue of the Equity Securities in accordance with the formula prescribed in Listing Rule 7.1A.2 (refer to Section 11.2(c) above).

(e) Minimum Issue Price

The issue price of Equity Securities issued under Listing Rule 7.1A must be not less than 75% of the VWAP of Equity Securities in the same class calculated over the 15 Trading Days on which trades in that class of security were recorded immediately before:

- (i) the date on which the price at which the Equity Securities are to be issued is agreed; or
- (ii) if the Equity Securities are not issued within 5 Trading Days of the date in paragraph (i) above, the date on which the Equity Securities are issued.

(f) 10% Placement Period

Shareholder approval of the 10% Placement Facility under Listing Rule 7.1A is valid from the date of the annual general meeting at which the approval is obtained and expires on the earlier to occur of:

- (a) the date that is 12 months after the date of the annual general meeting at which the approval is obtained; or
- (ii) the date of the approval by Shareholders of a transaction under Listing Rules 11.1.2 (a significant change to the nature or scale of activities) or 11.2 (disposal of main undertaking) (**10% Placement Period**).

11.3 Listing Rule 7.1A

The effect of Resolution 8 will be to allow the Directors to issue the Equity Securities under Listing Rule 7.1A during the 10% Placement Period without using the Company's 15% placement capacity under Listing Rule 7.1.

Resolution 8 is a special resolution and therefore requires approval of 75% of the votes cast by Shareholders present and eligible to vote (in person, by proxy, by attorney or, in the case of a corporate Shareholder, by a corporate representative).

11.4 Specific information required by Listing Rule 7.3A

Pursuant to and in accordance with Listing Rule 7.3A, information is provided in relation to the approval of the 10% Placement Facility as follows:

- (a) The Equity Securities will be issued at an issue price of not less than 75% of the VWAP for the Company's Equity Securities over the 15 Trading Days on which trades in that class of security were recorded immediately before:
 - (i) the date on which the price at which the Equity Securities are to be issued is agreed; or
 - (ii) if the Equity Securities are not issued within 5 Trading Days of the date in paragraph (i) above, the date on which the Equity Securities are issued.
- (b) If Resolution 8 is approved by Shareholders and the Company issues Equity Securities under the 10% Placement Facility, the existing Shareholders' voting power in the Company will be diluted as shown in the below table. There is a risk that:
 - (i) the market price for the Company's Equity Securities may be significantly lower on the date of the issue of the Equity Securities than on the date of the Meeting; and
 - (ii) the Equity Securities may be issued at a price that is at a discount to the market price for the Company's Equity Securities on the issue date or the Equity Securities are issued as part of consideration for the acquisition of a new asset,

which may have an effect on the amount of funds raised by the issue of the Equity Securities.

The below table shows the dilution of existing Shareholders on the basis of the current market price of Shares and the current number of ordinary securities for variable "A" calculated in accordance with the formula in Listing Rule 7.1A(2) as at the date of this Notice.

The table also shows:

- (iii) two examples where variable “A” has increased, by 50% and 100%. Variable “A” is based on the number of ordinary securities the Company has on issue. The number of ordinary securities on issue may increase as a result of issues of ordinary securities that do not require Shareholder approval (for example, a pro rata entitlements issue or scrip issued under a takeover offer) or future specific placements under Listing Rule 7.1 that are approved at a future Shareholders’ meeting; and
- (ii) two examples of where the issue price of ordinary securities has decreased by 50% and increased by 100% as against the current market price.

Variable 'A' in Listing Rule 7.1A.2		Dilution		
		\$0.0675 50% decrease in Issue Price	\$0.135 Issue Price	\$0.27 100% increase in Issue Price
255,452,729 Current Variable A	10% Voting Dilution	25,545,272 Shares	25,545,272 Shares	25,545,272 Shares
	Funds raised	\$1,724,305	\$3,448,611	\$6,897,223
383,179,093 50% increase in current Variable A	10% Voting Dilution	38,317,909 Shares	38,317,909 Shares	38,317,909 Shares
	Funds raised	\$2,586,458	\$5,172,917	\$10,345,835
510,905,458 100% increase in current Variable A	10% Voting Dilution	51,090,545 Shares	51,090,545 Shares	51,090,545 Shares
	Funds raised	\$3,448,611	\$6,897,223	\$13,794,447

The table has been prepared on the following assumptions:

- (iv) The Company issues the maximum number of Equity Securities available under the 10% Placement Facility.
- (b) No options are exercised and no Performance Rights are converted into Shares before the date of the issue of the Equity Securities;
- (c) The 10% voting dilution reflects the aggregate percentage dilution against the issued share capital at the time of issue. This is why the voting dilution is shown in each example as 10%.
- (d) The table does not show an example of dilution that may be caused to a particular Shareholder by reason of placements under the 10% Placement Facility, based on that Shareholder’s holding at the date of the Meeting.
- (e) The table shows only the effect of issues of Equity Securities under Listing Rule 7.1A, not under the 15% placement capacity under Listing Rule 7.1.
- (f) The issue of Equity Securities under the 10% Placement Facility consists only of Shares.
- (g) The issue price is \$0.135, being the closing price of the Shares on ASX on 9 October 2018.
- (g) The Company will only issue and allot the Equity Securities during the 10% Placement Period. The approval under Resolution 8 for the issue of the Equity Securities will cease to be valid in the event that Shareholders approve a transaction under Listing Rule 11.1.2 (a significant change to the nature or scale of activities) or Listing Rule 11.2 (disposal of main undertaking).
- (h) The Company may seek to issue the Equity Securities for the following purposes:
 - (i) non-cash consideration for the acquisition of strategic assets. In such circumstances the Company will provide a valuation of the non-cash consideration as required by Listing Rule 7.1A.3; or
 - (ii) cash consideration. In such circumstances, the Company may use the funds raised towards expanding the Company’s gamification platform, to provide further working capital and/or for the possible acquisition of strategic assets.

The Company will comply with the disclosure obligations under Listing Rules 7.1A(4) and 3.10.5A upon issue of any Equity Securities.

The Company’s allocation policy is dependent on the prevailing market conditions at the time of any proposed issue pursuant to the 10% Placement Facility. The identity of the allottees of Equity Securities will be determined on a case-by-case basis having regard to the factors including but not limited to the following:

- (v) the methods of raising funds that are available to the Company, including but not limited to, rights issue or other issue in which existing security holders can participate;
- (ii) the effect of the issue of the Equity Securities on the control of the Company;

- (iii) the financial situation and solvency of the Company; and
- (iv) advice from corporate, financial and broking advisers (if applicable).

The allottees under the 10% Placement Facility have not been determined as at the date of this Notice but may include existing substantial Shareholders and/or new Shareholders who are not related parties or associates of a related party of the Company.

Further, if the Company does acquire new strategic assets, it is likely that the allottees under the 10% Placement Facility will be the vendors of the new assets.

- (i) The Company previously obtained Shareholder approval for the 10% Placement Facility under Listing Rule 7.1A at the 2017 Annual General Meeting on 27 November 2017.

During the 12 months preceding the date of the 2017 Annual General Meeting, a total of 29,111,072 Shares, 1,000,000 Options and 12,000,000 Performance Rights have been issued by the Company. The 29,111,072 Shares represent a 12.86% increase over the total number of Shares on issue as at 27 November 2017.

Details of the 29,111,072 Shares, 1,000,000 Options and 12,000,000 Performance Rights issued in the 12 month period preceding the date of the meeting are set out in Schedule 6.

- (j) A voting exclusion statement is included in the Notice. At the date of the Notice, the Company has not approached any particular existing Shareholder or security holder or an identifiable class of existing security holder to participate in the issue of the Equity Securities. No existing Shareholder's votes will therefore be excluded under the voting exclusion in the Notice.

Schedule 1 - Definitions

In this Notice and the Explanatory Memorandum:

AEST means Australia Eastern Standard Time, being the time in Brisbane, Queensland, Australia.

Annual Report means the Directors' Report, the Financial Report and the Auditor's Report in respect to the financial year ended 30 June 2018.

ASX means ASX Limited (ACN 008 624 691) or the financial market operated by ASX Limited, as the context requires.

Auditor's Report means the auditor's report on the Financial Report.

Board means the board of Directors.

Business Day means Monday to Friday inclusive, except New Year's Day, Good Friday, Easter Monday, Christmas Day, Boxing Day, and any other day that ASX declares is not a business day.

Chair means the person appointed to chair the Meeting convened by this Notice.

Closely Related Party means:

- (i) a spouse or child of the member; or
- (ii) has the meaning given in section 9 of the Corporations Act.

Company or **SportsHero** means SportsHero Limited ACN 123 423 987.

Constitution means the constitution of the Company as at the commencement of the Meeting.

Corporations Act means the *Corporations Act 2001* (Cth).

Director means a director of the Company.

Directors' Report means the annual directors' report prepared under chapter 2M of the Corporations Act for the Company and its controlled entities.

Equity Securities has the same meaning as in the Listing Rules.

Explanatory Memorandum means the explanatory memorandum attached to the Notice.

Financial Report means the annual financial report prepared under Chapter 2M of the Corporations Act of the Company and its controlled entities.

Key Management Personnel means persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly, including any Director (whether executive or otherwise) of the Company.

Listing Rules means the listing rules of ASX.

Meeting has the meaning in the introductory paragraph of the Notice.

Notice means this notice of meeting.

Option means an option to acquire a Share issued on the terms and conditions set out in Schedule 4.

Performance Right means a performance right issued on the terms and conditions set out in Schedule 2, 3 or 5, as applicable

Proxy Form means the proxy form attached to the Notice.

Remuneration Report means the remuneration report of the Company contained in the Directors' Report.

Resolution means a resolution contained in the Notice.

Schedule means a schedule to this Notice.

Share means a fully paid ordinary share in the capital of the Company.

Shareholder means a shareholder of the Company.

Trading Day means a day determined by ASX to be a trading day in accordance with the Listing Rules.

VWAP means the volume weighted average price.

In this Notice and the Explanatory Memorandum words importing the singular include the plural and vice versa.

Schedule 2 – Performance Rights (Chris Flintoft)

The Performance Rights granted by SportsHero to Mr Chris Flintoft (**Holder**) were granted on the terms and conditions set out below and as detailed in Annexure 1 (collectively the **Terms**):

(a) Classes of Performance Rights

The following classes of Performance Rights were granted by the Company on and subject to these Terms:

- (i) Class A Performance Rights;
- (ii) Class B Performance Rights; and

(b) Vesting

- (i) Upon vesting a Performance Right will convert into one (1) Share.
- (ii) Subject to the Terms, a Performance Right automatically vests in the Holder upon satisfaction of:
 - a) the Performance Hurdle for that class of Performance Rights as outlined in Annexure 1 (**Performance Hurdle**) being achieved or otherwise satisfied; and
 - b) if the Performance Rights (or the Shares to be issued on vesting of the same) are classified by the ASX as a "restricted security" subject to ASX imposed escrow restrictions, the expiry of those escrow restrictions.
- (iii) If a Performance Hurdle for a class of Performance Rights is not achieved, that class of Performance Rights will not vest, subject to these Terms.
- (iv) The Company's determination as to whether a Performance Hurdle has been achieved is final.
- (v) Satisfaction or achievement of the Performance Hurdle is to be determined in relation to each class of Performance Rights, subject to these Terms.

(c) Expiry and forfeiture

Each Performance Right that has not vested will automatically:

- (i) lapse and terminate at midnight on the last day by which the Performance Hurdle for that class of Performance Rights must be achieved.

(d) Transfer and encumbrances

- (i) A Performance Right is not transferrable.
- (ii) The Holder must not grant or permit any security interest or other encumbrances over a Performance Right.

(e) Quotation of Performance Rights

The Company will not apply to the ASX for official quotation of any class of Performance Right.

(f) Quotation of Shares

Upon vesting, the Company will apply to the ASX for official quotation of the Shares.

(g) New issues

The Holder is not entitled to participate in any new issue of securities made by the Company to Shareholders unless the Holder's Performance Rights (or any of them) have vested and Shares have been issued to the Holder before the record date for determining entitlements to the new issue of securities.

(h) Participation in entitlements and bonus issues

A Performance Right does not entitle a Holder (in their capacity as a holder of a Performance Right) to participate in new issues of capital offered to Shareholders, such as a bonus issue or an entitlement issue.

(i) Reorganisation

- (i) If there is a reorganisation (including consolidation, sub-division, reduction or return) of the Share capital of the Company, then the rights of the Holder in relation to each class of Performance Rights held by the

Holder will be changed to the extent necessary to comply with the ASX Listing Rules applying to a reorganisation of capital at the time of the reorganisation.

- (ii) Any calculations or adjustments which are required to be made in relation to paragraph (i) above will be made by the Board and will, in the absence of manifest error, be final and conclusive and binding on the Company and the Holder.
- (iii) The Company must, within a reasonable period of a reorganisation in relation to paragraph (i) above occurring, give to the Holder notice of any change to the number of Shares which the Holder will be entitled to receive pursuant to any Performance Rights then held by the Holder.

(j) Issue of Entitlement

- (i) Within 10 days of the satisfaction a Performance Hurdle, the Company will issue to the Holder that number of Shares as set in Annexure 1 or that number of Shares as has been advised pursuant to paragraph (i), (ii) and (iii) above.
- (ii) Subject to the Constitution, all Shares issued in relation to an entitlement pursuant to a class of Performance Rights will rank in all respects (including rights relating to dividends) equally with the Shares as at the date of issue.

(k) No Other Rights

A Performance Right gives the Holder no rights other than those expressly provided by these Terms and those provided at law where such rights at law cannot be excluded by these Terms.

(l) Amendments required by ASX

The Terms may be amended as necessary by the Board in order to comply with the ASX Listing Rules (if applicable), or any directions of ASX (if applicable) regarding the Terms, provided that, subject to compliance with the ASX Listing Rules, the economic and other rights of the Holder are not diminished or terminated following such amendment.

(m) Governing law

The Terms and the rights and obligations of the Holder are governed by the laws of Western Australia. The Holder irrevocably and unconditionally submits to the non-exclusive jurisdiction of the courts of Western Australia in this respect.

Annexure 1

Class	Performance Hurdle	Entitlement
Class A Performance Right	As determined by the Board, the delivery on or before 7 February 2018 of an implementation plan and strategy for the introduction of a SportsHero cryptocurrency/coin.	1,000,000 Class A Performance Rights
Class B Performance Right	On or before 31 May 2018, the successful release to the market of Version 3 of the SportsHero app that delivers the following deliverables: <ul style="list-style-type: none"> • Comprehensive, intelligent re-engineering of the platform, including powerful new personalised data and analytics; • API to unlock access to partner networks and emerging new technologies • Completely re-imagined, world-class experience; and • compelling new "state of the art" web experience. 	1,500,000 Class B Performance Rights

Schedule 3 – Performance Rights (Tony Wee)

The Performance Rights granted by SportsHero to Mr Dharpan Randhawa (**Holder**) were granted on the terms and conditions set out below and as detailed in Annexure 2 (collectively the **Terms**):

(a) Classes of Performance Rights

The following classes of Performance Rights were granted by the Company on and subject to these Terms:

- (i) Class A Performance Rights;
- (ii) Class B Performance Rights;
- (iii) Class C Performance Rights; and
- (iv) Class D Performance Rights.

(b) Vesting

- (i) Upon vesting a Performance Right will convert into one (1) Share.
- (ii) Subject to the Terms, a Performance Right automatically vests in the Holder upon satisfaction of:
 - a) the Performance Hurdle for that class of Performance Rights as outlined in Annexure 2 (**Performance Hurdle**) being achieved or otherwise satisfied; and
 - b) if the Performance Rights (or the Shares to be issued on vesting of the same) are classified by the ASX as a "restricted security" subject to ASX imposed escrow restrictions, the expiry of those escrow restrictions.
- (iii) If a Performance Hurdle for a class of Performance Rights is not achieved, that class of Performance Rights will not vest, subject to these Terms.
- (iv) The Company's determination as to whether a Performance Hurdle has been achieved is final.
- (v) Satisfaction or achievement of the Performance Hurdle is to be determined in relation to each class of Performance Rights, subject to these Terms.

(c) Expiry and forfeiture

Each Performance Right that has not vested will automatically:

- (i) lapse and terminate at midnight on the last day by which the Performance Hurdle for that class of Performance Rights must be achieved.

(d) Transfer and encumbrances

- (i) A Performance Right is not transferrable.
- (ii) The Holder must not grant or permit any security interest or other encumbrances over a Performance Right.

(e) Quotation of Performance Rights

The Company will not apply to the ASX for official quotation of any class of Performance Right.

(f) Quotation of Shares

Upon vesting, the Company will apply to the ASX for official quotation of the Shares.

(g) New issues

The Holder is not entitled to participate in any new issue of securities made by the Company to Shareholders unless the Holder's Performance Rights (or any of them) have vested and Shares have been issued to the Holder before the record date for determining entitlements to the new issue of securities.

(h) Participation in entitlements and bonus issues

A Performance Right does not entitle a Holder (in their capacity as a holder of a Performance Right) to participate in new issues of capital offered to Shareholders, such as a bonus issue or an entitlement issue.

(i) **Reorganisation**

- (i) If there is a reorganisation (including consolidation, sub-division, reduction or return) of the Share capital of the Company, then the rights of the Holder in relation to each class of Performance Rights held by the Holder will be changed to the extent necessary to comply with the ASX Listing Rules applying to a reorganisation of capital at the time of the reorganisation.
- (ii) Any calculations or adjustments which are required to be made in relation to paragraph (i) above will be made by the Board and will, in the absence of manifest error, be final and conclusive and binding on the Company and the Holder.
- (iii) The Company must, within a reasonable period of a reorganisation in relation to paragraph (i) above occurring, give to the Holder notice of any change to the number of Shares which the Holder will be entitled to receive pursuant to any Performance Rights then held by the Holder.

(j) **Issue of Entitlement**

- (i) Within 10 days of the satisfaction a Performance Hurdle, the Company will issue to the Holder that number of Shares as set in Annexure 2 or that number of Shares as has been advised pursuant to paragraph (i), (ii) and (iii) above.
- (ii) Subject to the Constitution, all Shares issued in relation to an entitlement pursuant to a class of Performance Rights will rank in all respects (including rights relating to dividends) equally with the Shares as at the date of issue.

(k) **No Other Rights**

A Performance Right gives the Holder no rights other than those expressly provided by these Terms and those provided at law where such rights at law cannot be excluded by these Terms.

(l) **Amendments required by ASX**

The Terms may be amended as necessary by the Board in order to comply with the ASX Listing Rules (if applicable), or any directions of ASX (if applicable) regarding the Terms, provided that, subject to compliance with the ASX Listing Rules, the economic and other rights of the Holder are not diminished or terminated following such amendment.

(m) **Governing law**

The Terms and the rights and obligations of the Holder are governed by the laws of Western Australia. The Holder irrevocably and unconditionally submits to the non-exclusive jurisdiction of the courts of Western Australia in this respect.

Annexure 2

Voluntary Escrow: All Shares issued following the conversion of Performance Rights will be held in voluntary escrow for a period of 12 months from their date of issue.

Class	Performance Hurdle	Entitlement
Class A Performance Right	2,000,000 Shares upon the market capitalisation of the Company on the ASX exceeding A\$30 million for a period of 7 consecutive trading days during the two year terms commencing 22 December 2017.	2,000,000 Class A Performance Rights
Class B Performance Right	2,000,000 Shares upon the market capitalisation of the Company on the ASX exceeding A\$40 million for a period of 7 consecutive trading days during the two year terms commencing 22 December 2017.	2,000,000 Class B Performance Rights
Class C Performance Right	2,000,000 Shares upon the market capitalisation of the Company on the ASX exceeding A\$50 million for a period of 7 consecutive trading days during the two year terms commencing 22 December 2017.	2,000,000 Class C Performance Rights
Class D Performance Right	2,000,000 Shares upon the market capitalisation of the Company on the ASX exceeding A\$60 million for a period of 7 consecutive trading days during the two year terms commencing 22 December 2017.	2,000,000 Class D Performance Rights

Schedule 4 – Options (Christopher Robb)

The Options granted by SportsHero to Mr Christopher Robb were granted on the terms and conditions set out below:

The Options entitle the holder to subscribe for Shares in the capital of SportsHero Limited on the following terms and conditions:

- a) The exercise price of each Option is \$0.20 (“Exercise Price”).
- b) The Options expire at 5:00 pm Western Standard Time in Perth, Australia on 1 February 2021 (“Expiry Date”).
- c) Subject to the generation of 1,000,000 cycling users on SportsHero Limited’s app on or before Expiry Date, the Options can be exercised by the holder at any time on or before the Expiry Date.
- d) Each Option shall entitle the holder to subscribe for and be issued one Share in the capital of SportsHero Limited (the “Company”) upon exercise of the Option and payment to the Company of the Exercise Price.
- e) Shares issued as a result of the exercise of any of the Options will rank equally in all respects with all Shares currently on issue.
- f) The Option holder is not entitled to participate in new issues of securities offered to shareholders of the Company (including any rights issue, entitlement issue or bonus issue) unless the Option is exercised before the relevant record date for that new issue.
- g) Shares issued on the exercise of Options will be issued not more than fourteen (14) days after receipt of a properly executed exercise notice and application moneys. Shares issued pursuant to the exercise of an Option will rank equally with the then issued Shares of the Company in all respects. If the Company is listed on the Australian Securities Exchange (“ASX”) it will, pursuant to the exercise of an Option, apply to ASX for quotation of the Shares issued as a result of the exercise, in accordance with the Corporations Act 2001 and the ASX Listing Rules.
- h) In the event of any reconstruction (including consolidation, sub-division, reduction or return) of the issued capital of the Company, all rights of the Option holder will be changed to the extent necessary to comply with the ASX Listing Rules applying to the reconstruction of capital at the time of the reconstruction.

Schedule 5 – Performance Rights (Chris Flintoft)

The Performance Rights granted by SportsHero to Mr Chris Flintoft (**Holder**) were granted on the terms and conditions set out below and as detailed in Annexure 3 (collectively the **Terms**):

(n) Classes of Performance Rights

The following classes of Performance Rights were granted by the Company on and subject to these Terms:

- (i) Class A Performance Rights.

(o) Vesting

- (i) Upon vesting a Performance Right will convert into one (1) Share.
- (ii) Subject to the Terms, a Performance Right automatically vests in the Holder upon satisfaction of:
 - c) the Performance Hurdle for that class of Performance Rights as outlined in Annexure 1 (**Performance Hurdle**) being achieved or otherwise satisfied; and
 - d) if the Performance Rights (or the Shares to be issued on vesting of the same) are classified by the ASX as a "restricted security" subject to ASX imposed escrow restrictions, the expiry of those escrow restrictions.
- (iii) If a Performance Hurdle for a class of Performance Rights is not achieved, that class of Performance Rights will not vest, subject to these Terms.
- (iv) The Company's determination as to whether a Performance Hurdle has been achieved is final.
- (v) Satisfaction or achievement of the Performance Hurdle is to be determined in relation to each class of Performance Rights, subject to these Terms.

(p) Expiry and forfeiture

Each Performance Right that has not vested will automatically:

- (i) lapse and terminate at midnight on the last day by which the Performance Hurdle for that class of Performance Rights must be achieved.

(q) Transfer and encumbrances

- (i) A Performance Right is not transferrable.
- (ii) The Holder must not grant or permit any security interest or other encumbrances over a Performance Right.

(r) Quotation of Performance Rights

The Company will not apply to the ASX for official quotation of any class of Performance Right.

(s) Quotation of Shares

Upon vesting, the Company will apply to the ASX for official quotation of the Shares.

(t) New issues

The Holder is not entitled to participate in any new issue of securities made by the Company to Shareholders unless the Holder's Performance Rights (or any of them) have vested and Shares have been issued to the Holder before the record date for determining entitlements to the new issue of securities.

(u) Participation in entitlements and bonus issues

A Performance Right does not entitle a Holder (in their capacity as a holder of a Performance Right) to participate in new issues of capital offered to Shareholders, such as a bonus issue or an entitlement issue.

(v) Reorganisation

- (iv) If there is a reorganisation (including consolidation, sub-division, reduction or return) of the Share capital of the Company, then the rights of the Holder in relation to each class of Performance Rights held by the Holder will be changed to the extent necessary to comply with the ASX Listing Rules applying to a reorganisation of capital at the time of the reorganisation.

- (v) Any calculations or adjustments which are required to be made in relation to paragraph (i) above will be made by the Board and will, in the absence of manifest error, be final and conclusive and binding on the Company and the Holder.
- (vi) The Company must, within a reasonable period of a reorganisation in relation to paragraph (i) above occurring, give to the Holder notice of any change to the number of Shares which the Holder will be entitled to receive pursuant to any Performance Rights then held by the Holder.

(w) Issue of Entitlement

- (i) Within 10 days of the satisfaction a Performance Hurdle, the Company will issue to the Holder that number of Shares as set in Annexure 1 or that number of Shares as has been advised pursuant to paragraph (i), (ii) and (iii) above.
- (ii) Subject to the Constitution, all Shares issued in relation to an entitlement pursuant to a class of Performance Rights will rank in all respects (including rights relating to dividends) equally with the Shares as at the date of issue.

(x) No Other Rights

A Performance Right gives the Holder no rights other than those expressly provided by these Terms and those provided at law where such rights at law cannot be excluded by these Terms.

(y) Amendments required by ASX

The Terms may be amended as necessary by the Board in order to comply with the ASX Listing Rules (if applicable), or any directions of ASX (if applicable) regarding the Terms, provided that, subject to compliance with the ASX Listing Rules, the economic and other rights of the Holder are not diminished or terminated following such amendment.

(z) Governing law

The Terms and the rights and obligations of the Holder are governed by the laws of Western Australia. The Holder irrevocably and unconditionally submits to the non-exclusive jurisdiction of the courts of Western Australia in this respect.

Annexure 3

Class	Performance Hurdle	Entitlement
Class A Performance Right	<p>The delivery of Version 3 of the SportsHero App on or before 30 September 2018. Version 3 shall contain the following deliverables:</p> <ol style="list-style-type: none"> 1. A complete redesign of the User Interface with an open breathable modern design that will adapt and scale well when new modules introduced. This will support the rapid onboarding on new sports and commercial partner integration. 2. A redesigned Competitions User Experience with highly visual In App promo modules placed within the Football Matches Feed to drive competition entry and much more visually engaging competitions overview page which includes large format imagery and partner brand graphics 3. An upgrade of the core platform to support <ul style="list-style-type: none"> • The introduction of a new sports such as Cycling, AFL or Rugby • The management of multiple territory versions for local market customisation such as the Indonesia. • The integration of commercial partnerships with Brands 	1,500,000 Class A Performance Rights

Schedule 6 – Resolution 8

Details of the 29,111,072 Shares, 1,000,000 Options and 12,000,000 Performance Rights issued in the 12 month period preceding the date of the 2017 Annual General Meeting are set out in the following 13 tables:

Date of issue	10 January 2018
Number issued	12,500,000 (refer Resolution 3)
Class/type of equity security	Shares
Summary of terms	Fully paid ordinary shares
Name of persons who received securities or basis on which those persons were determined	The Shares were issued to IPV Capital Ltd
Price	\$0.08 per Share.
Discount to market price (if any)	\$0.05 per Share (closing Share price on 10 Jan 2018 being \$0.13)
For cash issues	
Total cash consideration received	\$1.0m
Amount of cash consideration spent	\$1.0m
Use of cash consideration	Working capital to develop the Company's app and drive the Company's growth strategy.
Intended use for remaining amount of cash (if any)	\$1.0m has been spent
For non-cash issues	
Non-cash consideration paid	Not applicable
Current value of that non-cash consideration	Not applicable

Date of issue	10 January 2018
Number issued	1,500,000 Shares and 2,500,000 Performance Rights (refer Resolution 4)
Class/type of equity security	Shares and Performance Rights
Summary of terms	Fully paid ordinary shares and Performance Rights (refer Schedule 2)
Name of persons who received securities or basis on which those persons were determined	Mr Christopher Flintoft
Price	Nil (closing Share price on 10 Jan 2018 being \$0.13)
Discount to market price (if any)	Not applicable
For cash issues	
Total cash consideration received	Not applicable
Amount of cash consideration spent	Not applicable

Use of cash consideration	Not applicable
Intended use for remaining amount of cash (if any)	Not applicable
<i>For non-cash issues</i>	
Non-cash consideration paid	\$195,000 (being 1,500,000 Shares @ \$0.13 per Share)
Current value of that non-cash consideration	\$202,500 (being 1,500,000 Shares @ \$0.135 per Share, using a 9 Oct 2018 closing Share price of \$0.135)

Date of issue	10 January 2018
Number issued	3,000,000 Shares and 8,000,000 Performance Rights (refer Resolution 5)
Class/type of equity security	Shares and Performance Rights
Summary of terms	Fully paid ordinary shares and Performance Rights (refer Schedule 3)
Name of persons who received securities or basis on which those persons were determined	Mr Tony Wee
Price	Nil (closing Share price on 10 Jan 2018 being \$0.13)
Discount to market price (if any)	Not applicable
<i>For cash issues</i>	
Total cash consideration received	Not applicable
Amount of cash consideration spent	Not applicable
Use of cash consideration	Not applicable
Intended use for remaining amount of cash (if any)	Not applicable
<i>For non-cash issues</i>	
Non-cash consideration paid	\$390,000 (being 3,000,000 Shares @ \$0.13 per Share)
Current value of that non-cash consideration	\$405,000 (being 3,000,000 Shares @ \$0.135 per Share, using a 9 Oct 2018 closing Share price of \$0.135)

Date of issue	7 February 2018
Number issued	214,286
Class/type of equity security	Shares
Summary of terms	Fully paid ordinary shares
Name of persons who received securities or basis on which those persons were determined	Exercise of options expiring 31 August 2019
Price	\$0.05 per Share.
Discount to market price (if any)	\$0.105 (closing Share price on 7 Feb 2018 being \$0.155)

<i>For cash issues</i>	
Total cash consideration received	\$10,714
Amount of cash consideration spent	\$10,714
Use of cash consideration	Working capital to develop the Company's app and drive the Company's growth strategy
Intended use for remaining amount of cash (if any)	\$10,714 has been spent
<i>For non-cash issues</i>	
Non-cash consideration paid	Not applicable
Current value of that non-cash consideration	Not applicable

Date of issue	7 February 2018
Number issued	2,000,000
Class/type of equity security	Shares
Summary of terms	Fully paid ordinary shares
Name of persons who received securities or basis on which those persons were determined	The Shares were issued pursuant to the conversion of 2,000,000 Performance Rights notes (refer Resolution 5 and Schedule 3)
Price	Nil (closing Share price on 7 Feb 2018 being \$0.155)
Discount to market price (if any)	Not applicable
<i>For cash issues</i>	
Total cash consideration received	Not applicable
Amount of cash consideration spent	Not applicable
Use of cash consideration	Not applicable
Intended use for remaining amount of cash (if any)	Not applicable
<i>For non-cash issues</i>	
Non-cash consideration paid	\$310,000 (being 2,000,000 Shares @ \$0.155 per Share)
Current value of that non-cash consideration	\$270,000 (being 2,000,000 Shares @ \$0.135 per Share, using a 9 Oct 2018 closing Share price of \$0.135)

Date of issue	7 February 2018
Number issued	1,000,000 (refer Resolution 6)
Class/type of equity security	Options
Summary of terms	Options (refer Schedule 4)
Name of persons who received securities or basis on which those	The Options were issued Christopher Robb as an incentive to attract cycling users to the Company's app (refer Resolution 6)

persons were determined	
Price	Nil (closing Share price on 7 Feb 2018 being \$0.155)
Discount to market price (if any)	Not applicable
For cash issues	
Total cash consideration received	Not applicable
Amount of cash consideration spent	Not applicable
Use of cash consideration	Not applicable
Intended use for remaining amount of cash (if any)	Not applicable
For non-cash issues	
Non-cash consideration paid	Not applicable
Current value of that non-cash consideration	\$64,000 using the Black & Scholes valuation model

Date of issue	2 March 2018
Number issued	1,000,000 Shares
Class/type of equity security	Shares
Summary of terms	Fully paid ordinary shares
Name of persons who received securities or basis on which those persons were determined	The Shares were issued following the conversion of 1,000,000 Performance Rights (refer Resolution 4 and Schedule 2)
Price	Nil (closing Share price on 2 Mar 2018 being \$0.19)
Discount to market price (if any)	Not applicable
For cash issues	
Total cash consideration received	Not applicable
Amount of cash consideration spent	Not applicable
Use of cash consideration	Not applicable
Intended use for remaining amount of cash (if any)	Not applicable
For non-cash issues	
Non-cash consideration paid	\$190,000 (being 1,000,000 Shares @ \$0.19 per Share)
Current value of that non-cash consideration	\$135,000 (being 1,000,000 Shares @ \$0.135 per Share, using a 9 Oct 2018 closing Share price of \$0.135)

Date of issue	2 March 2018
Number issued	700,000 Shares
Class/type of equity security	Shares
Summary of terms	Fully paid ordinary shares
Name of persons who received securities or basis on which those persons were determined	Exercise of options expiring 31 August 2019
Price	\$0.05 per Share.
Discount to market price (if any)	\$0.14 (closing Share price on 2 March 2018 being \$0.19)
For cash issues	
Total cash consideration received	\$35,000
Amount of cash consideration spent	\$35,000
Use of cash consideration	Working capital to develop the Company's app and drive the Company's growth strategy
Intended use for remaining amount of cash (if any)	\$35,000 has been spent
For non-cash issues	
Non-cash consideration paid	Not applicable
Current value of that non-cash consideration	Not applicable

Date of issue	2 March 2018
Number issued	2,000,000 Shares
Class/type of equity security	Shares
Summary of terms	Fully paid ordinary shares
Name of persons who received securities or basis on which those persons were determined	The Shares were issued following the conversion of 2,000,000 Performance Rights (refer Resolution 5 and Schedule 3)
Price	Nil (closing Share price on 2 Mar 2018 being \$0.19)
Discount to market price (if any)	Not applicable
For cash issues	
Total cash consideration received	Not applicable
Amount of cash consideration spent	Not applicable
Use of cash consideration	Not applicable
Intended use for remaining amount of cash (if any)	Not applicable
For non-cash issues	

Non-cash consideration paid	\$380,000 (being 2,000,000 Shares @ \$0.19 per Share)
Current value of that non-cash consideration	\$270,000 (being 2,000,000 Shares @ \$0.135 per Share, using a 9 Oct 2018 closing Share price of \$0.135)

Date of issue	28 May 2018
Number issued	114,286 Shares
Class/type of equity security	Shares
Summary of terms	Fully paid ordinary shares
Name of persons who received securities or basis on which those persons were determined	Exercise of options expiring 31 August 2019
Price	\$0.05 per Share.
Discount to market price (if any)	\$0.035 (closing Share price on 2 March 2018 being \$0.085)
For cash issues	
Total cash consideration received	\$5,714
Amount of cash consideration spent	\$5,714
Use of cash consideration	Working capital to develop the Company's app and drive the Company's growth strategy.
Intended use for remaining amount of cash (if any)	\$5,714 has been spent
For non-cash issues	
Non-cash consideration paid	Not applicable
Current value of that non-cash consideration	Not applicable

Date of issue	12 July 2018
Number issued	1,000,000 Shares and 1,500,000 Performance Rights (refer Resolution 7)
Class/type of equity security	Shares and Performance Rights
Summary of terms	Fully paid ordinary shares and Performance Rights (refer Schedule 5)
Name of persons who received securities or basis on which those persons were determined	Mr Christopher Flintoft
Price	Nil (closing Share price on 12 July 2018 being \$0.11)
Discount to market price (if any)	Not applicable
For cash issues	
Total cash consideration received	Not applicable
Amount of cash consideration spent	Not applicable

Use of cash consideration	Not applicable
Intended use for remaining amount of cash (if any)	Not applicable
For non-cash issues	
Non-cash consideration paid	\$110,000 (being 1,000,000 Shares @ \$0.11 per Share)
Current value of that non-cash consideration	\$135,000 (being 1,000,000 Shares @ \$0.135 per Share, using a 9 Oct 2018 closing Share price of \$0.135)

Date of issue	3 October 2018
Number issued	3,582,500
Class/type of equity security	Shares
Summary of terms	Fully paid ordinary shares
Name of persons who received securities or basis on which those persons were determined	The Shares were issued to sophisticated and professional investors
Price	\$0.20 per Share.
Discount to market price (if any)	Nil (closing Share price on 3 Oct 2018 being \$0.14)
For cash issues	
Total cash consideration received	\$716,500
Amount of cash consideration spent	\$286,000
Use of cash consideration	Working capital and towards the cost of development of Version 3 of the Company's app
Intended use for remaining amount of cash (if any)	Working capital and market expansion and promotion
For non-cash issues	
Non-cash consideration paid	Not applicable
Current value of that non-cash consideration	Not applicable

Date of issue	3 October 2018
Number issued	1,500,000 Shares
Class/type of equity security	Shares
Summary of terms	Fully paid ordinary shares
Name of persons who received securities or basis on which those persons were determined	The Shares were issued following the conversion of 1,500,000 Performance Rights (refer Resolution 7 and Schedule 5)
Price	Nil (closing Share price on 3 Oct 2018 being \$0.14)
Discount to market price (if any)	Not applicable

<i>For cash issues</i>	
Total cash consideration received	Not applicable
Amount of cash consideration spent	Not applicable
Use of cash consideration	Not applicable
Intended use for remaining amount of cash (if any)	Not applicable
<i>For non-cash issues</i>	
Non-cash consideration paid	\$210,000 (being 1,500,000 Shares @ \$0.14 per Share)
Current value of that non-cash consideration	\$202,500 (being 1,500,000 Shares @ \$0.135 per Share, using a 9 Oct 2018 closing Share price of \$0.135)

PROXY FORM

SPORTSHERO LIMITED
ACN 123 423 987

ANNUAL GENERAL MEETING

I/We

of:

being a Shareholder entitled to attend and vote at the Meeting, hereby appoint:

Name:

OR: the Chair of the Meeting as my/our proxy.

or failing the person so named or, if no person is named, the Chair, or the Chair's nominee, to vote in accordance with the following directions, or, if no directions have been given, and subject to the relevant laws as the proxy sees fit, at the Meeting to be held at 10:00 am AEST, on Wednesday, 28 November 2018 at 29 Brookside Place, Lota, Queensland, Australia, 4179 and at any adjournment thereof.

CHAIR'S VOTING INTENTION IN RELATION TO UNDIRECTED PROXIES

The Chair intends to vote undirected proxies in favour of all Resolutions. In exceptional circumstances the Chair may change his/her voting intention on any Resolution. In the event this occurs, an ASX announcement will be made immediately disclosing the reasons for the change.

Important – If the Chair of the Meeting is your proxy or is appointed your proxy by default

The Chair of the Meeting intends to vote all available proxies in favour of Resolutions 1 to 8 (inclusive). If the Chair of the Meeting is your proxy or is appointed your proxy by default, unless you indicate otherwise by ticking either the 'for', 'against' or 'abstain' box in relation to Resolutions 1 to 8 (inclusive), you will be authorising the Chair to vote in accordance with the Chair's voting intentions on Resolutions 1 to 8 (inclusive) even if the Chair has an interest in the outcome of the Resolution.

Voting on business of the Meeting		FOR	AGAINST	ABSTAIN
Resolution 1	Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Re-election of Director – Christopher Green	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Ratification of issue of 12,500,000 Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4	Ratification of issue of 1,500,000 Shares & 2,500,000 Performance Rights	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5	Ratification of issue of 3,000,000 Shares & 8,000,000 Performance Rights	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 6	Ratification of issue of 1,000,000 Options	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 7	Ratification of issue of 1,000,000 Shares & 1,500,000 Performance Rights	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 8	10% Placement facility	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Please note: If you mark the abstain box for a particular Resolution, you are directing your proxy not to vote on that Resolution on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.

If two proxies are being appointed, the proportion of voting rights this proxy represents is: _____ %

Signature of Shareholder(s):

Individual or Shareholder 1

Sole Director/Company Secretary

Shareholder 2

Director

Shareholder 3

Director/Company Secretary

Date: _____

Contact name: _____

Contact ph (daytime): _____

E-mail address: _____

Consent for contact by e-mail
in relation to this Proxy Form: YES NO

Instructions for completing Proxy Form

1. **(Appointing a proxy):** A Shareholder entitled to attend and cast a vote at the Meeting is entitled to appoint a proxy to attend and vote on their behalf at the Meeting. If a Shareholder is entitled to cast 2 or more votes at the Meeting, the Shareholder may appoint a second proxy to attend and vote on their behalf at the Meeting. However, where both proxies attend the Meeting, voting may only be exercised on a poll. The appointment of a second proxy must be done on a separate copy of the Proxy Form. A Shareholder who appoints 2 proxies may specify the proportion or number of votes each proxy is appointed to exercise. If a Shareholder appoints 2 proxies and the appointments do not specify the proportion or number of the Shareholder's votes each proxy is appointed to exercise, each proxy may exercise one-half of the votes. Any fractions of votes resulting from the application of these principles will be disregarded. A duly appointed proxy need not be a Shareholder.
2. **(Direction to vote):** A Shareholder may direct a proxy how to vote by marking one of the boxes opposite each item of business. The direction may specify the proportion or number of votes that the proxy may exercise by writing the percentage or number of Shares next to the box marked for the relevant item of business. Where a box is not marked the proxy may vote as they choose subject to the relevant laws. Where more than one box is marked on an item the vote will be invalid on that item.
3. **(Signing instructions):**
 - **(Individual):** Where the holding is in one name, the Shareholder must sign.
 - **(Joint holding):** Where the holding is in more than one name, all of the Shareholders should sign.
 - **(Power of attorney):** If you have not already provided the power of attorney with the registry, please attach a certified photocopy of the power of attorney to this Proxy Form when you return it.
 - **(Companies):** Where the company has a sole director who is also the sole company secretary, that person must sign. Where the company (pursuant to Section 204A of the Corporations Act) does not have a company secretary, a sole director can also sign alone. Otherwise, a director jointly with either another director or a company secretary must sign. Please sign in the appropriate place to indicate the office held. In addition, if a representative of a company is appointed pursuant to Section 250D of the Corporations Act to attend the Meeting, the documentation evidencing such appointment should be produced prior to admission to the Meeting. A form of a certificate evidencing the appointment may be obtained from the Company.
4. **(Attending the Meeting):** Completion of a Proxy Form will not prevent individual Shareholders from attending the Meeting in person if they wish. Where a Shareholder completes and lodges a valid Proxy Form and attends the Meeting in person, then the proxy's authority to speak and vote for that Shareholder is suspended while the Shareholder is present at the Meeting.
5. **(Return of Proxy Form):** To vote by proxy, please complete and sign the enclosed Proxy Form and return by:
 - post to SportsHero Limited, 29 Brookside Place, Lota, Queensland, Australia 4179; or
 - in person to 29 Brookside Place, Lota, Queensland, Australia 4179; or
 - facsimile to the Company on facsimile number +61 7 3901 0751; or
 - email to the Company at mike.higginson@iinet.net.au,

so that it is received not less than 48 hours prior to commencement of the Meeting.

Proxy Forms received later than this time will be invalid.