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**SPORTSHERO LIMITED**

**ACN 123 423 987**

**NOTICE OF ANNUAL GENERAL MEETING**

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Notice is given that the Meeting will be held at:

**TIME:** 12:00 pm AEDT

**DATE:** 29 November 2024

**PLACE:** Meeting Room 3  
RSM Australia  
Level 13, 60 Castlereagh Street  
Sydney, NSW 2000

***The business of the Meeting affects your shareholding and your vote is important.***

***This Notice of Meeting should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their professional advisers prior to voting.***

***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 Shareholders at 5:00 pm AEDT on 27 November 2024.***

For personal use only

### **Voting by proxy**

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To vote by proxy, please complete and sign the enclosed Proxy Form and return by the time and in accordance with the instructions set out on the Proxy Form.

In accordance with section 249L of the Corporations Act, Shareholders are advised that:

- each Shareholder has a right to appoint a proxy;
- the proxy need not be a Shareholder of the Company; and
- a Shareholder who is entitled to cast two (2) or more votes may appoint two (2) proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If the member appoints two (2) proxies and the appointment does not specify the proportion or number of the member's votes, then in accordance with section 249X(3) of the Corporations Act, each proxy may exercise one-half of the votes.

Shareholders and their proxies should be aware that:

- if proxy holders vote, they must cast all directed proxies as directed; and
- any directed proxies which are not voted will automatically default to the Chair, who must vote the proxies as directed.

### **Voting in person**

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To vote in person, Shareholders must attend the Meeting at the time, date and place set out above.

You may still attend the Meeting and vote in person even if you have appointed a proxy. If you have previously submitted a Proxy Form, your attendance will not revoke your proxy appointment unless you actually vote at the Meeting for which the proxy is proposed to be used, in which case, the proxy's appointment is deemed to be revoked with respect to voting on that Resolution.

Please bring your personalised Proxy Form with you as it will help you to register your attendance at the Meeting. If you do not bring your Proxy Form with you, you can still attend the Meeting but representatives from the Company will need to verify your identity.

***Should you wish to discuss the matters in this Notice of Meeting please do not hesitate to contact the Company Secretary on +61 419 255 305.***

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## BUSINESS OF THE MEETING

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### AGENDA

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#### 1. FINANCIAL STATEMENTS AND REPORTS

To receive and consider the annual financial report of the Company for the financial year ended 30 June 2024 together with the declaration of the Directors, the Directors' report, the Remuneration Report and the auditor's report.

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#### 2. RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

To consider and, if thought fit, to pass, with or without amendment, the following resolution as a **non-binding resolution**:

*“That, for the purposes of section 250R(2) of the Corporations Act and for all other purposes, approval is given for the adoption of the Remuneration Report as contained in the Company's annual financial report for the financial year ended 30 June 2024.”*

**Note: the vote on this Resolution is advisory only and does not bind the Directors or the Company.**

**Voting prohibition statement:**

A vote on this Resolution must not be cast (in any capacity) by or on behalf of either of the following persons:

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

However, a person (the **voter**) described above may cast a vote on this Resolution as a proxy if the vote is not cast on behalf of a person described above and either:

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

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#### 3. RESOLUTION 2 – ELECTION OF DIRECTOR – MS ADELE SIM

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

*“That Ms Adele Sim be elected as an Executive Director of the Company effective 16 February 2024.”*

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#### 4. RESOLUTION 3 – RE-ELECTION OF DIRECTOR – MR STRATOS KAROUSOS

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

*“That, for the purpose of clause 14.2 of the Constitution, Listing Rule 14.4 and for all other purposes, Mr Stratos Karousos, a Director, retires by rotation, and being eligible, is re-elected as a Director.”*

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**5. RESOLUTION 4 – RATIFICATION OF THE ISSUE OF 41,500,000 PLACEMENT SHARES IN DECEMBER 2023 UNDER LISTING RULE 7.1**

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, Shareholders ratify the issue of 41,500,000 Shares to the parties under Listing Rule 7.1 on the terms and conditions set out in the Explanatory Statement."*

**Voting exclusion statement:**

The Company will disregard any votes cast in favour of Resolution 4 by or on behalf of a person who participated in the issue (namely, Talon Esports Limited) or an associate of that person.

However, this does not apply to a vote cast in favour of the Resolution by:

- (a) a person as a proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with the directions given to the proxy or attorney to vote on the Resolution in that way; or
- (b) the Chair as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or
- (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
  - (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and
  - (ii) the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

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**6. RESOLUTION 5 – RATIFICATION OF THE ISSUE OF 50,000,000 PLACEMENT SHARES IN OCTOBER 2024 UNDER LISTING RULE 7.1A**

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, Shareholders ratify the issue of 50,000,000 Shares to the parties under Listing Rule 7.1A on the terms and conditions set out in the Explanatory Statement."*

**Voting exclusion statement:**

The Company will disregard any votes cast in favour of Resolution 5 by or on behalf of a person who participated in the issue or an associate of that person.

However, this does not apply to a vote cast in favour of the Resolution by:

- (a) a person as a proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with the directions given to the proxy or attorney to vote on the Resolution in that way; or
- (b) the Chair as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or
- (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
  - (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and
  - (ii) the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

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**7. RESOLUTION 6 – APPROVAL TO ISSUE 18,000,000 PERFORMANCE RIGHTS TO CRISPIN TRISTRAM**

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 7.1 and for all other purposes, Shareholders approve the issue of up to 18,000,000 performance rights to Crispin Tristram on the terms and conditions set out in the Explanatory Statement."*

**Voting exclusion statement:**

The Company will disregard any votes cast in favour of Resolution 6 by Crispin Tristram or any other person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of that person (or those persons).

However, this does not apply to a vote cast in favour of the Resolution by:

- (a) a person as a proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with the directions given to the proxy or attorney to vote on the Resolution in that way; or
- (b) the Chair as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or
- (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
  - (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and
  - (ii) the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

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**8. RESOLUTION 7 – APPROVAL OF ISSUE OF 11,000,000 SHARES TO SUNSHORE HOLDINGS PTY LIMITED**

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 7.1 and for all other purposes, Shareholders approve the issue of 11,000,000 Shares to Sunshore Holdings Pty Limited on the terms and conditions set out in the Explanatory Statement."*

**Voting exclusion statement:**

The Company will disregard any votes cast in favour of Resolution 7 by Sunshore Holdings Pty Limited or any other person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of that person (or those persons).

However, this does not apply to a vote cast in favour of the Resolution by:

- (a) a person as a proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with the directions given to the proxy or attorney to vote on the Resolution in that way; or
- (b) the Chair as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or
- (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
  - (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and

- (ii) the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

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**9. RESOLUTION 8 – APPROVAL OF ISSUE OF 11,000,000 SHARES TO REZELICO PTY LIMITED**

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 7.1 and for all other purposes, Shareholders approve the issue of 11,000,000 Shares to Rezelico Pty Limited on the terms and conditions set out in the Explanatory Statement."*

**Voting exclusion statement:**

The Company will disregard any votes cast in favour of Resolution 8 by Rezelico Pty Limited or any other person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of that person (or those persons).

However, this does not apply to a vote cast in favour of the Resolution by:

- (a) a person as a proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with the directions given to the proxy or attorney to vote on the Resolution in that way; or
- (b) the Chair as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or
- (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
  - (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and
  - (ii) the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

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**10. RESOLUTION 9 – APPROVAL OF ISSUE OF 9,900,000 SHARES TO REZELICO SUPER FUND**

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 7.1 and for all other purposes, Shareholders approve the issue of 9,900,000 Shares to Rezilico Super Fund on the terms and conditions set out in the Explanatory Statement."*

**Voting exclusion statement:**

The Company will disregard any votes cast in favour of Resolution 9 by Rezilico Super Fund or any other person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of that person (or those persons).

However, this does not apply to a vote cast in favour of the Resolution by:

- (a) a person as a proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with the directions given to the proxy or attorney to vote on the Resolution in that way; or
- (b) the Chair as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or
- (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:

- (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and
- (ii) the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

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**11. RESOLUTION 10 – APPROVAL OF ISSUE OF 22,000,000 SHARES TO COLIN LOW**

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 7.1 and for all other purposes, Shareholders approve the issue of 22,000,000 Shares to Colin Low on the terms and conditions set out in the Explanatory Statement."*

**Voting exclusion statement:**

The Company will disregard any votes cast in favour of Resolution 10 by Colin Low or any other person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of that person (or those persons).

However, this does not apply to a vote cast in favour of the Resolution by:

- (a) a person as a proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with the directions given to the proxy or attorney to vote on the Resolution in that way; or
- (b) the Chair as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or
- (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
  - (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and
  - (ii) the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

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**12. RESOLUTION 11 – APPROVAL OF ISSUE OF 3,158,457 SHARES TO MR STRATOS KAROUSOS**

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

*"That, for the purposes of Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue 3,158,457 Shares to Mr Stratos Karousos (or his nominee) on the terms and conditions set out in the Explanatory Statement."*

**Voting exclusion statement:**

The Company will disregard any votes cast in favour of Resolution 11 by or on behalf of Mr Stratos Karousos or any person who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of those persons.

However, this does not apply to a vote cast in favour of the Resolution by:

- (a) a person as a proxy or attorney for a person who is entitled to vote on the Resolution(s), in accordance with the directions given to the proxy or attorney to vote on the Resolution(s) in that way; or
- (b) the Chair as proxy or attorney for a person who is entitled to vote on the Resolution(s), in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or

- (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
- (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution(s); and
  - (ii) the holder votes on the Resolution(s) in accordance with directions given by the beneficiary to the holder to vote in that way.

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**13. RESOLUTION 12 – APPROVAL OF ISSUE OF 1,554,772 SHARES TO MS ADELE SIM**

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

*“That, for the purposes of Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue 1,554,752 Shares to Ms Adele Sim (or her nominee) on the terms and conditions set out in the Explanatory Statement.”*

**Voting exclusion statement:**

The Company will disregard any votes cast in favour of Resolution 12 by or on behalf of Ms Adele Sim or any person who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of those persons.

However, this does not apply to a vote cast in favour of the Resolution by:

- (a) a person as a proxy or attorney for a person who is entitled to vote on the Resolution(s), in accordance with the directions given to the proxy or attorney to vote on the Resolution(s) in that way; or
- (b) the Chair as proxy or attorney for a person who is entitled to vote on the Resolution(s), in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or
- (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
  - (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution(s); and
  - (ii) the holder votes on the Resolution(s) in accordance with directions given by the beneficiary to the holder to vote in that way.

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**14. RESOLUTION 13 – APPROVAL OF 7.1A MANDATE**

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

*“That, for the purposes of Listing Rule 7.1A and for all other purposes, approval is given for the Company to issue up to that number of Equity Securities equal to 10% of the issued Share capital of the Company at the time of issue, calculated in accordance with the formula prescribed in Listing Rule 7.1A.2 and otherwise on the terms and conditions set out in the Explanatory Statement.”*

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**OTHER BUSINESS**

In accordance with section 250S(1) of the Corporations Act, Shareholders are invited to ask questions about or make comments on the management of the Company and to raise any other business which may lawfully be brought before the Meeting.

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**Dated: 31 October 2024**  
**By order of the Board**



**Ross Pearson**  
**Company Secretary**

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## EXPLANATORY STATEMENT

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This Explanatory Statement has been prepared to provide information which the Directors believe to be material to Shareholders in deciding whether or not to pass the Resolutions.

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### 1. FINANCIAL STATEMENTS AND REPORTS

In accordance with the Corporations Act, the business of the Meeting will include receipt and consideration of the annual financial report of the Company for the financial year ended 30 June 2024 together with the declaration of the Directors, the Directors' report, the Remuneration Report and the auditor's report.

The Company will not provide a hard copy of the Company's annual financial report to Shareholders unless specifically requested to do so. The Company's annual financial report is available on its website at: <https://asx.sportshero.live/>

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### 2. RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

#### 2.1 General

The Corporations Act requires that at a listed company's annual general meeting, a resolution that the remuneration report be adopted must be put to the shareholders. However, such a resolution is advisory only and does not bind the company or the directors of the company.

The remuneration report sets out the company's remuneration arrangements for the directors and senior management of the company. The remuneration report is part of the directors' report contained in the annual financial report of the company for a financial year.

The chair of the meeting must allow a reasonable opportunity for shareholders to ask questions about or make comments on the remuneration report at the annual general meeting.

#### 2.2 Voting consequences

A company is required to put to its shareholders a resolution proposing the calling of another meeting of shareholders to consider the appointment of directors of the company (**Spill Resolution**) if, at consecutive annual general meetings, at least 25% of the votes cast on a remuneration report resolution are voted against adoption of the remuneration report and at the first of those annual general meetings a Spill Resolution was not put to vote. If required, the Spill Resolution must be put to vote at the second of those annual general meetings.

If more than 50% of votes cast are in favour of the Spill Resolution, the company must convene a shareholder meeting (**Spill Meeting**) within 90 days of the second annual general meeting.

All of the directors of the company who were in office when the directors' report (as included in the company's annual financial report for the most recent financial year) was approved, other than the managing director of the company, will cease to hold office immediately before the end of the Spill Meeting but may stand for re-election at the Spill Meeting.

Following the Spill Meeting those persons whose election or re-election as directors of the company is approved will be the directors of the company.

### **2.3 Previous voting results**

At the Company's previous annual general meeting the votes cast against the remuneration report considered at that annual general meeting were less than 25%. Accordingly, the Spill Resolution is not relevant for this Annual General Meeting.

A voting prohibition statement is included in agenda item 2 of the Notice of Meeting.

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## **3. RESOLUTION 2 – ELECTION OF DIRECTOR – MS ADELE SIM**

### **3.1 General**

Listing Rule 14.4 provides that an entity which has directors must hold an election of directors at each annual general meeting.

Ms Adele Sim, was appointed as a Director on 16 February 2024. In accordance with Listing Rule 14.4 Ms Sim retires from office at the conclusion of the AGM and seeks re-election.

### **3.2 Qualifications and other material directorships**

Ms Adele Sim is an accomplished Chief Operating Officer with extensive experience in operations and business development. With over 15 years of experience in various leadership roles she has demonstrated expertise in strategic planning, project management and team leadership, Adele is known for her ability to align business strategies with operational goals and fostering a culture of transparency and accountability within her teams. A graduate of the Australian Institute of Company Directors, she is also bilingual in Mandarin and English enhancing her ability to navigate diverse business environments.

Ms Sim holds no other material directorships.

### **3.3 Independence**

If re-elected, the Board considers that Ms Sim will not be an independent Director.

### **3.4 Technical information required by Listing Rule 14.1A**

If Resolution 2 is passed, Ms Sim will be re-elected to the Board as an executive Director.

In the event that Resolution 2 is not passed, Ms Sim will not join the Board as an executive Director. The Company may seek nominations or otherwise identify suitably qualified candidates to join the Company. As an additional consequence, this may detract from the Board and Company's ability to execute on its strategic vision.

### **3.5 Board recommendation**

The Board has reviewed Ms Sim's performance since his appointment to the Board and considers that Ms Sim's skills and experience will continue to enhance the Board's ability to perform its role. Accordingly, the Board (with Ms Sim

abstaining) supports the re-election of Ms Sim and recommends that Shareholders vote in favour of Resolution 2.

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#### **4. RESOLUTION 3 – RE-ELECTION OF DIRECTOR – MR STRATOS KAROUSOS**

##### **4.1 General**

Listing Rule 14.5 provides that an entity which has directors must hold an election of directors at each annual general meeting.

The Constitution sets out the requirements for determining which Directors are to retire by rotation at an annual general meeting.

Mr Stratos Karousos, who has served as a Director since 13 October 2022, retires by rotation and seeks re-election.

##### **4.2 Qualifications and other material directorships**

Mr Karousos is the holder of a Bachelor of Law (University of Technology, Sydney) and Master of Commerce (University of New South Wales).

Mr Karousos is an experienced director and senior executive with deep corporate and legal experience gained mostly in Australia, Asia, Europe and the United States.

Stratos is currently the Chief Commercial Officer of productivity tool and workflow group espresso Displays and the Chief Strategy Officer of aquaculture and agriculture biotechnology group Genics.

He has previously held positions as non-executive director of robotics company Nightingale Intelligent Systems Inc (ASX: NGL), CEO and director of an ASX listed company and has held senior roles in global organisations including Wise Tech Global Limited (ASX: WTC) and Baker McKenzie

Ms Karousos holds no other material directorships.

##### **4.3 Independence**

If re-elected, the Board considers that Mr Karousos will be an independent Director.

##### **4.4 Technical information required by Listing Rule 14.1A**

If Resolution 3 is passed, Mr Karousos will be re-elected to the Board as Chairman and non-executive Director.

In the event that Resolution 3 is not passed, Mr Karousos will not join the Board as a Chair and non-executive Director. The Company may seek nominations or otherwise identify suitably qualified candidates to join the Company. As an additional consequence, this may detract from the Board and Company's ability to execute on its strategic vision.

##### **4.5 Board recommendation**

The Board has reviewed Mr Karousos's performance since his appointment to the Board and considers that Mr Karousos's skills and experience will continue to

enhance the Board's ability to perform its role. Accordingly, the Board (with Mr Karousos abstaining) supports the re-election of Mr Karousos and recommends that Shareholders vote in favour of Resolution 3.

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**5. RESOLUTION 4 – RATIFICATION OF THE ISSUE OF 41,500,000 PLACEMENT SHARES IN DECEMBER 2023 UNDER LISTING RULE 7.1**

On 30 October 2023, the Company announced details of a placement to professional and sophisticated investors to subscribe to new SportsHero shares at a price of \$0.02 per share to raise approximately \$830,000 (**Placement**). The 41,500,000 Placement shares were issued on 4 December 2023 under the Company's 15% placement capacity in accordance with ASX Listing Rule 7.1.

**Specific information about Resolution 4**

Broadly speaking, and subject to a number of exceptions, Listing Rule 7.1 limits the amount of equity securities that a listed company can issue without the approval of its shareholders over any 12-month period to 15% of the fully paid ordinary securities it had on issue at the start of that period.

As described above, the issue referred to in Resolution 4 was issued within the 15% limit permitted under ASX Listing Rule 7.1 and without shareholder approval, thereby reducing the Company's remaining available capacity.

ASX Listing Rule 7.4.2 provides that shareholders may approve an issue of, or agreement to issue, securities after the fact so that the securities issued are regarded as having been made with approval for the purpose of ASX Listing Rule 7.1.

The Company is seeking approval of Resolution 4 for the purposes of ASX Listing Rule 7.4 to enable the Company to refresh its issuing capacity under ASX Listing Rule 7.1, thereby providing the Company with the flexibility to issue further securities under ASX Listing Rule 7.1 if the need arises in the next 12 months.

If shareholders approve Resolution 4, the issue approved will be excluded in calculating SportsHero's 15% limit in ASX Listing Rule 7.1, effectively increasing the number of equity securities the Company can issue without shareholder approval over the 12-month period following the issue of the securities.

If shareholders do not approve Resolution 4, any issue not approved will be included in calculating SportsHero's 15% limit in ASX Listing Rule 7.1, effectively decreasing the number of equity securities it can issue without shareholder approval over the 12-month period following the issue of the securities.

To this end, Resolution 4 seeks shareholder approval for the issues under and for the purposes of Listing Rule 7.4.

**Additional Information**

For the purposes of ASX Listing Rule 7.5, the following information is provided:

7.5.1 The securities issued under the Placement have been issued to:

- Talon Esports Limited (CR 2487867), a company incorporated in accordance with the laws of Hong Kong, and being a sophisticated and professional investor who qualifies under the requirements of sections 9 and 708 of the Corporations Act and an international resident investor to whom an offer of the Shares issued under the Placement did not require disclosure under the laws of the relevant jurisdiction; and

- no Shares were issued to a related party of the entity, a member of the entity's key management personnel, a substantial holder in the entity, an adviser to the entity or an associate of any of those.

7.5.2 The number and class of securities issued is as follows:

- 41,500,000 Shares issued on 4 December 2023

7.5.3 Material terms of the securities issued that were not fully paid ordinary shares are as follows: not applicable.

7.5.4 The date on which the securities were issued is as follows:

- 41,500,000 Shares issued on 4 December 2023

7.5.5 The price or other consideration received for the issue is as follows:

- 41,500,000 Shares issued on 4 December 2023 at \$0.02 per share;

7.5.6 The purpose of the issue and intended use of the funds was to clear existing debt, pay ongoing corporate and administrative costs and for working capital purposes.

7.5.7 All material terms of the offer letters have been outlined above in this Notice of Meeting. No other material terms were included in the offer letters.

7.5.8 A voting exclusion statement is set out under the relevant Resolution.

The Directors unanimously recommend that Shareholders vote in favour of Resolution 4.

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## **6. RESOLUTION 5 – RATIFICATION OF THE ISSUE OF 50,000,000 PLACEMENT SHARES IN OCTOBER 2024 UNDER LISTING RULE 7.1A**

On 27 September 2024, the Company announced details of a placement to professional and sophisticated investors to subscribe to new SportsHero shares at a price of \$0.01 per share to raise approximately \$500,000 (**Placement**). The 50,000,000 Placement shares were issued on 8 October 2024 under the Company's 10% placement capacity in accordance with ASX Listing Rule 7.1A.

### **Specific information about Resolution 5**

Broadly speaking, and subject to a number of exceptions, Listing Rule 7.1A limits the amount of equity securities that a listed company can issue without the approval of its shareholders over any 12-month period to 10% of the fully paid ordinary securities it had on issue at the start of that period.

As described above, the issue referred to in Resolution 5 was issued within the 10% limit permitted under ASX Listing Rule 7.1A and without shareholder approval, thereby reducing the Company's remaining available capacity.

ASX Listing Rule 7.4.2 provides that shareholders may approve an issue of, or agreement to issue, securities after the fact so that the securities issued are regarded as having been made with approval for the purpose of ASX Listing Rule 7.1A.

The Company is seeking approval of Resolution 5 for the purposes of ASX Listing Rule 7.4 to enable the Company to refresh its issuing capacity under ASX Listing Rule 7.1A, thereby providing the Company with the flexibility to issue further securities under ASX Listing Rule 7.1A if the need arises in the next 12 months.

If shareholders approve Resolution 5, the issue approved will be excluded in calculating SportsHero's 10% limit in ASX Listing Rule 7.1A, effectively increasing the number of equity securities the Company can issue without shareholder approval over the 12-month period following the issue of the securities.

If shareholders do not approve Resolution 5, any issue not approved will be included in calculating SportsHero's 10% limit in ASX Listing Rule 7.1A, effectively decreasing the number of equity securities it can issue without shareholder approval over the 12-month period following the issue of the securities.

To this end, Resolution 5 seeks shareholder approval for the issues under and for the purposes of Listing Rule 7.4.

### **Additional Information**

For the purposes of ASX Listing Rule 7.5, the following information is provided:

7.5.1 The securities issued under the Placement have been issued to:

- a range of sophisticated and professional investors who qualify under the requirements of sections 9 and 708 of the Corporations Act.
- international resident investors to whom an offer of the shares issued under the October Placement did not require disclosure under the laws of the relevant jurisdiction; and
- no shares were issued to a related party of the entity, a member of the entity's key management personnel, a substantial holder in the entity, an adviser to the entity or an associate of any of those.

7.5.2 The number and class of securities issued is as follows:

- 50,000,000 Shares issued on 8 October 2024

7.5.3 Material terms of the securities issued that were not fully paid ordinary shares are as follows: not applicable.

7.5.4 The date on which the securities were issued is as follows:

- 50,000,000 Shares issued on 8 October 2024

7.5.5 The price or other consideration received for the issue is as follows:

- 50,000,000 Shares issued on 8 October 2024 at \$0.01 per share;

7.5.6 The purpose of the issue and intended use of the funds was to accelerate the commercialisation of existing partnerships with IGV.com and PSSI in Indonesia (and Thailand in future), to expand the sales and marketing efforts and for working capital purposes.

7.5.7 All material terms of the offer letters have been outlined above in this Notice of Meeting. No other material terms were included in the offer letters.

7.5.8 A voting exclusion statement is set out under the relevant Resolution.

The Directors unanimously recommend that Shareholders vote in favour of Resolution 5.

## 7. RESOLUTION 6 – APPROVAL FOR THE ISSUE OF 18,000,000 PERFORMANCE RIGHTS TO CRISPIN TRISTRAM

### 7.1 Background

The Company, through its wholly owned subsidiary SportsHero Enterprise Pte Ltd, has entered into an advisory consultancy agreement with Crispin Tristram, who was engaged to act as an esports strategy advisor to the Group for a 6 month period, which commenced on 29 August 2024 (**Consultancy Agreement**). Pursuant to the terms of the Consultancy Agreement, Mr Tristram agreed to provide the following services to the Group:

- (a) act as the direct liaison between the Company and the Company's executive team;
- (b) provide expertise for the Group's esports business development opportunities, tech advice, input and assistance to the Board and its management;
- (c) develop a market strategy for the Group's current partnerships and digital products, lead the commercial path to growth and profitability in Indonesia and lead the implementation of the Group's digital product strategy and growth plans as it extends into new markets and partnership opportunities;
- (d) assess and broker partnerships that can deliver on the growth objectives.

As was announced on 11 September 2024, the consulting agreement includes the issue of Shares upon the achievement of certain milestones relating to the growth and development of the Company. The issue of any Securities under this agreement is subject to prior shareholder approval.

The Company and Mr Tristram have subsequently agreed that the Securities to be issued under this agreement are to take the form of 18,000,000 Performance Rights, which are, subject to this Resolution 6, to be issued on the following terms.

TRANCHE	NUMBER OF PERFORMANCE RIGHTS	MILESTONE
Tranche A	1,000,000	Upon achieving 10,000 monthly subscribers to the IGV Family Game Pass product.
Tranche B	2,000,000	Upon achieving 30,000 monthly subscribers to the IGV Family Game Pass product.
Tranche C	2,000,000	Upon achieving 50,000 monthly subscribers to the IGV Family Game Pass product.
Tranche D	5,000,000	Upon achieving 100,000 monthly subscribers to the IGV Family Game Pass product.
Tranche E	5,000,000	Upon securing a partnership with one of the major telecommunications services providers in Indonesia (including, but not limited to Telkom, Telkomsel, XL, or IndoSat) for any of the Company's digital products.
Tranche F	3,000,000	Upon securing an esports commercial partnership with PSSI, Indonesia's Football Association, with any of the Company's esports digital products.



Once vested, each Performance Right may be converted into one Share. All Shares issued on conversion of the Performance Rights will be held in voluntary escrow for a period of 12 months from their date of issue.

The full terms and conditions of the Performance Rights are set out in Schedule 1.

Broadly speaking, and subject to a number of exceptions, Listing Rule 7.1 limits the amount of equity securities that a listed company can issue without the approval of its shareholders over any 12 month period to 15% of the fully paid ordinary shares it had on issue at the start of that period.

The proposed issue falls within exception 17 of Listing Rule 7.2. It therefore requires the approval of Shareholders under Listing Rule 7.1.

## 7.2 Technical information required by Listing Rule 14.1A

If this Resolution is passed, the Company will be able to proceed with the issue. In addition, the issue will be excluded from the calculation of the number of equity securities that the Company can issue without Shareholder approval under Listing Rule 7.1.

If this Resolution is not passed, the Company will not be able to proceed with the issue, and may seek to remunerate Mr Tristram by other means (including via cash payments).

## 7.3 Technical information required by Listing Rule 7.3

REQUIRED INFORMATION	DETAILS
<b>Names of persons to whom Securities will be issued or the basis on which those persons were or will be identified/selected</b>	Crispin Tristram. The Company confirms that no related party of the Company, member of the Key Management Personnel, substantial holder of the Company, adviser of the Company or associate of any of these parties will be issued more than 1% of the issued capital of the Company.
<b>Number of Securities and class to be issued</b>	18,000,000 Performance Rights
<b>Terms of Securities</b>	The Performance Rights will be issued on the terms and conditions set out in Schedule 1.
<b>Date(s) on or by which the Securities will be issued</b>	The Company expects to issue the Performance Rights within 20 Business Days of the Meeting. In any event, the Company will not issue any Performance Rights later than three months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules).
<b>Price or other consideration the Company will receive for the Securities</b>	The Performance Rights are being issued in consideration for Mr Tristram's consultancy services with respect to the growth of the Company's business.
<b>Purpose of the issue, including the intended use of any funds raised by the issue</b>	The purpose of the issue is to incentivise Mr Tristram to drive further growth for the Company.
<b>Summary of material terms of agreement to issue</b>	The Performance Rights are being issued under the consultancy agreement referred to in Section 7.1.
<b>Voting exclusion statement</b>	A voting exclusion statement applies to this Resolution.

## 8. RESOLUTIONS 7 TO 10– APPROVAL FOR THE ISSUE OF SHARES TO UNRELATED PARTY LENDERS

### 8.1 General

To ensure adequate financing for the Company has entered into unsecured loan and drawdown facility arrangements with four shareholders totalling an aggregate \$1,690,000, as was initially disclosed in the Annual Report for the financial year ended 30 June 2024 (the **Facilities**). Since 30 June 2024, the Company entered into a further drawdown facility agreement on or about 18 September 2024 with Mr Colin Jee Fai Low, a shareholder of the Company, for the amount of \$500,000, which accrues interest annually at an interest rate of 10%.

At the date of this Notice, the Company has drawn down a total of \$490,000 in borrowings from the Facilities. The Facilities are repayable at the discretion of the Company. A fee of 10% of the amount borrowed under the unsecured loan agreements is payable upon repayment.

The Company proposes, subject to Shareholder approval, to repay the amounts owed that are detailed below by the issue of a total of 53.9m Shares (**Conversion Shares**) pursuant to a \$0.01 per Share deemed conversion price (being equal to the issue price of the Share placement that is referred to in Sections 5 and 6).

LENDER	FACILITY LIMIT	AMOUNT OWED (INCLUDING FEES) (\$A)	SHARES TO BE ISSUED
Sunshore Holdings Pty Limited (Resolution 7)	\$500,000 drawdown facility dated on or about 29 January 2024, which accrues interest annually at an interest rate of 10%	110,000	11,000,000
Rezelico Pty Limited (Resolution 8)	\$100,000 unsecured loan dated on or about 13 May 2024 (exclusive of an additional \$10,000 fee)	110,000	11,000,000
Rezilico Super Fund (Resolution 9)	\$90,000 unsecured loan facility dated on or about 26 March 2024 (exclusive of fees amounting to \$9,000)	99,000	9,900,000
Colin Jee Fai Low (Resolution 10)	\$500,000 drawdown facility with Colin Jee Fai Low dated on or about 18 September 2024, which accrues interest annually at an interest rate of 10%	220,000	22,000,000
Colin Jee Fai Low	\$500,000 drawdown facility with Colin Jee Fai Low dated on or about 22 April 2024, which accrues interest annually at an interest rate of 10%	\$0	\$0
<b>Total</b>	<b>\$1,690,000</b>	<b>539,000</b>	<b>53,900,000</b>

A summary of Listing Rule 7.1 is set out in Section 7.1 above.

The proposed issue does not fall within any of the exceptions set out in Listing Rule 7.2 and exceeds the 15% limit in Listing Rule 7.1. It therefore requires the approval of Shareholders under Listing Rule 7.1.

The purpose of Resolutions 7 to 10 is to seek Shareholder approval to satisfy the Company's obligation to repay the amounts owing pursuant to the terms of the Facilities by way of the issue the Conversion Shares.

## 8.2 Technical information required by Listing Rule 14.1A

If this Resolution is passed, the Company will be able to proceed with the issue. In addition, the issue will be excluded from the calculation of the number of equity securities that the Company can issue without Shareholder approval under Listing Rule 7.1.

If this Resolution is not passed, the Company will not be able to proceed with the issue, and the amounts owed will therefore need to be repaid in cash.

## 8.3 Technical information required by Listing Rule 7.3

REQUIRED INFORMATION	DETAILS
<b>Names of persons to whom Securities will be issued or the basis on which those persons were or will be identified/selected</b>	<ul style="list-style-type: none"><li>• Sunshore Holdings Pty Limited (Resolution 7)</li><li>• Rezelico Pty Limited (Resolution 8)</li><li>• Rezilico Super Fund (Resolution 9)</li><li>• Colin Low (Resolution 10).</li></ul> <p>The Company confirms that no related party of the Company, member of the Key Management Personnel, substantial holder of the Company, adviser of the Company or associate of any of these parties will be issued more than 1% of the issued capital of the Company.</p>
<b>Number of Securities and class to be issued</b>	Up to 53,900,000.00 Shares will be issued in the proportions set out in Section 8.1.
<b>Terms of Securities</b>	The Shares will be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares.
<b>Date(s) on or by which the Securities will be issued</b>	The Company expects to issue the Shares within 20 Business Days of the Meeting. In any event, the Company will not issue any Shares later than three months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules).
<b>Price or other consideration the Company will receive for the Securities</b>	The Shares are being issued at a deemed conversion price of \$0.01 per Share.
<b>Purpose of the issue, including the intended use of any funds raised by the issue</b>	The purpose of the proposed issue of Conversion Shares is to convert the amount owing to the lenders into Shares.
<b>Summary of material terms of agreement to issue</b>	The Shares are being issued under the debt-to-equity arrangements that are summarised in Section 8.1.
<b>Voting exclusion statement</b>	A voting exclusion statement applies to this Resolution.

## 9. RESOLUTION 11 – APPROVAL TO ISSUE 3,158,457 SHARES TO MR STRATOS KAROUSOS

### 9.1 General

On 13 October 2022, the Company appointed Mr Stratos Karousos as a non-executive Director and Chair of the Company (**Appointment Letter**). A summary of the relevant material terms and conditions of the Appointment Letter is set out below.

- (a) (**Position/Role**): The Company agreed to engage Mr Stratos Karousos to act as non-executive Director and Chair of the Company;

- (b) **(Time Commitments):** Mr Stratos Karousos agreed to attend board meetings, which are proposed to be held every 6 to 8 weeks; and
- (c) **(Remuneration):** The Company agreed to pay Mr Karousos a base cash fee of \$5,000.00 per month, payable monthly in arrears, and a base Share fee equal to \$40,000 per annum (**Share Fee**). The parties agreed that the Share Fee would be based on the Company's VWAP over the applicable financial year.

The Appointment Letter was on terms and conditions considered otherwise standard for an agreement of this nature.

In accordance with the Appointment Letter, the number of Shares to be issued in lieu of the outstanding Share Fee under the Appointment Letter is to be calculated using the VWAP of the Company's Shares on ASX for the period in respect of which the outstanding fees are owed, in this case being the period from 1 July 2023 to 30 June 2024.

Over this period, the Company's VWAP was \$0.0126644 per Share. Accordingly, the Company is seeking shareholder approval for the issue of 3,158,457 Shares to Mr Karousos under Resolution 11.

## 9.2 Chapter 2E of the Corporations Act

Chapter 2E of the Corporations Act requires that for a public company, or an entity that the public company controls, to give a financial benefit to a related party of the public company, the public company or entity must:

- (a) obtain the approval of the public company's members in the manner set out in sections 217 to 227 of the Corporations Act; and
- (b) give the benefit within 15 months following such approval,

unless the giving of the financial benefit falls within an exception set out in sections 210 to 216 of the Corporations Act.

The issue of Shares to Mr Karousos constitutes the giving a financial benefit as Mr Karousos is a related party of the Company by virtue of being a Director.

The Directors, other than Mr Karousos who has a material personal interest in the Resolution, consider that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in respect of the grant of the Shares because the agreement to issue the Shares, reached as part of the remuneration package for Mr Karousos, is considered reasonable remuneration in the circumstances and was negotiated on an arm's length basis.

## 9.3 Listing Rule 10.11

Listing Rule 10.11 provides that unless one of the exceptions in Listing Rule 10.12 applies, a listed company must not issue or agree to issue Equity Securities to:

- 10.11.1 a related party;
- 10.11.2 a person who is, or was at any time in the 6 months before the issue or agreement, a substantial (30%+) holder in the company;
- 10.11.3 a person who is, or was at any time in the 6 months before the issue or agreement, a substantial (10%+) holder in the company and who

has nominated a director to the board of the company pursuant to a relevant agreement which gives them a right or expectation to do so;

- 10.11.4 an associate of a person referred to in Listing Rules 10.11.1 to 10.11.3;  
or
- 10.11.5 a person whose relationship with the company or a person referred to in Listing Rules 10.11.1 to 10.11.4 is such that, in ASX's opinion, the issue or agreement should be approved by its shareholders,

unless it obtains the approval of its shareholders.

The issue of the Shares falls within Listing Rule 10.11.1 and does not fall within any of the exceptions in Listing Rule 10.12. The issue, therefore, requires the approval of Shareholders under Listing Rule 10.11.

Resolution 11 seeks Shareholder approval for the issue of Shares under and for the purposes of Listing Rule 10.11.

#### **9.4 Technical information required by Listing Rule 14.1A**

If Resolution 11 is passed, the Company will be able to proceed with the issue of Shares to Mr Karousos within one month after the date of the Meeting (or such later date as permitted by any ASX waiver or modification of the Listing Rules). As approval pursuant to Listing Rule 7.1 is not required for the issue of the Shares (because approval is being obtained under Listing Rule 10.11), the issue of the Shares will not use up any of the Company's 15% annual placement capacity.

If Resolution 11 is not passed, the Company will not be able to proceed with the issue of the Shares and the Company will be required to pay \$40,000 (being the total of the Share Fee) in cash to Mr Karousos.

#### **9.5 Technical Information required by Listing Rule 10.13**

Pursuant to and in accordance with Listing Rule 10.13 and section 219 of the Corporations Act, the following information is provided in relation to Resolution 11:

- (a) the Shares will be issued to Mr Stratos Karousos (or his nominee), who falls within the category set out in Listing Rule 10.11.1 by virtue of being a Director;
- (b) the maximum number of Shares to be issued to Mr Karousos (being the nature of the financial benefit proposed to be given) is 3,158,457;
- (c) the 3,158,457 Shares to be issued to Mr Karousos are fully paid ordinary shares in the capital of the Company and will rank pari passu with the Company's existing Shares;
- (d) the Shares will be issued no later than 1 month after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules) and it is intended that issue of the Shares will occur on the same date;
- (e) the issue price of the Shares is \$0.0126644 per Share. The Company will not receive any other consideration in respect of the issue of the Shares;

- (f) the purpose of the issue of the Shares is to remunerate Mr Karousos in accordance with and to satisfy the Company's obligations under the terms and conditions set out in the Appointment Letter. The issue of Shares to Mr Karousos aligns the interests of Mr Karousos with those of Shareholders and provided a cost effective way for the Company to remunerate Mr Karousos;
- (g) the Company agreed to issue the Shares to Mr Karousos in lieu of the payment of cash in order to secure the services of Mr Karousos as Chair of the Company;
- (h) the total remuneration package for Mr Karousos for the previous financial year and the proposed total remuneration package for the current financial year is set out below:

Related Party	Current Financial Year <sup>2</sup>	Previous Financial Year <sup>1</sup>
Stratos Karousos	\$100,000	\$100,000

**Notes:**

1. Comprising fees paid in cash of \$60,000.00 and fees to be paid in Shares to the value of \$40,000 (Resolution 11) for the period commencing 1 July 2023 and ending 30 June 2024.
  2. Comprising fees to be paid in cash of \$60,000 and fees to be paid in Shares to the value of \$40,000.
- (i) the Shares are being issued under the Appointment Letter, a summary of which is provided in Section 9.1; and
- (j) a voting exclusion statement is included in agenda item 12 of the Notice of Meeting.

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## 10. RESOLUTION 12 – APPROVAL TO ISSUE 1,554,772 SHARES TO MS ADELE SIM

### 10.1 General

On 16 February 2024, the Company appointed Ms Adele Sim as an executive Director of the Company (**Appointment Letter**). A summary of the relevant material terms and conditions of the Appointment Letter is set out below.

- (a) (**Position/Role**): The Company agreed to engage Ms Adele Sim to act as executive Director and Chief operating Officer of the Company;
- (b) (**Time Commitments**): Ms Sim agreed to attend board meetings, which are proposed to be held every 6 to 8 weeks; and
- (c) (**Remuneration**): The Company agreed to pay Ms Sim a salary of \$180,000 per annum, payable monthly in arrears, and a base Share fee equal to \$25,000 per annum (**Share Fee**). The parties agreed that the Share Fee would be based on the Company's VWAP over the applicable financial year.

The Appointment Letter was on terms and conditions considered otherwise standard for an agreement of this nature.

In accordance with the Appointment Letter, the number of Shares to be issued in lieu of the outstanding Share Fee under the Appointment Letter is to be calculated using the VWAP of the Company's Shares on ASX for the period in

respect of which the outstanding fees are owed, in this case being the period from 16 February 2024 to 30 June 2024.

Over this period, the Company's VWAP was \$0.0059605 per Share. Accordingly, the Company is seeking shareholder approval for the issue of 1,554,772 Shares to Mr Karousos under Resolution 12.

## 10.2 Chapter 2E of the Corporations Act

Chapter 2E of the Corporations Act requires that for a public company, or an entity that the public company controls, to give a financial benefit to a related party of the public company, the public company or entity must:

- (a) obtain the approval of the public company's members in the manner set out in sections 217 to 227 of the Corporations Act; and
- (b) give the benefit within 15 months following such approval,

unless the giving of the financial benefit falls within an exception set out in sections 210 to 216 of the Corporations Act.

The issue of Shares to Ms Sim constitutes the giving a financial benefit as Ms Sim is a related party of the Company by virtue of being a Director.

The Directors, other than Ms Sim who has a material personal interest in the Resolution, consider that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in respect of the grant of the Shares because the agreement to issue the Shares, reached as part of the remuneration package for Mr Karousos, is considered reasonable remuneration in the circumstances and was negotiated on an arm's length basis.

## 10.3 Listing Rule 10.11

Listing Rule 10.11 provides that unless one of the exceptions in Listing Rule 10.12 applies, a listed company must not issue or agree to issue Equity Securities to:

- 10.11.1 a related party;
- 10.11.2 a person who is, or was at any time in the 6 months before the issue or agreement, a substantial (30%+) holder in the company;
- 10.11.3 a person who is, or was at any time in the 6 months before the issue or agreement, a substantial (10%+) holder in the company and who has nominated a director to the board of the company pursuant to a relevant agreement which gives them a right or expectation to do so;
- 10.11.4 an associate of a person referred to in Listing Rules 10.11.1 to 10.11.3; or
- 10.11.5 a person whose relationship with the company or a person referred to in Listing Rules 10.11.1 to 10.11.4 is such that, in ASX's opinion, the issue or agreement should be approved by its shareholders,

unless it obtains the approval of its shareholders.

The issue of the Shares falls within Listing Rule 10.11.1 and does not fall within any of the exceptions in Listing Rule 10.12. The issue, therefore, requires the approval of Shareholders under Listing Rule 10.11.

Resolution 12 seeks Shareholder approval for the issue of Shares under and for the purposes of Listing Rule 10.11.

#### **10.4 Technical information required by Listing Rule 14.1A**

If Resolution 12 is passed, the Company will be able to proceed with the issue of Shares to Ms Sim within one month after the date of the Meeting (or such later date as permitted by any ASX waiver or modification of the Listing Rules). As approval pursuant to Listing Rule 7.1 is not required for the issue of the Shares (because approval is being obtained under Listing Rule 10.11), the issue of the Shares will not use up any of the Company's 15% annual placement capacity.

If Resolution 12 is not passed, the Company will not be able to proceed with the issue of the Shares and the Company will be required to pay \$9,266 (being the total of the Share Fee) in cash to Ms Sim.

#### **10.5 Technical Information required by Listing Rule 10.13**

Pursuant to and in accordance with Listing Rule 10.13 and section 219 of the Corporations Act, the following information is provided in relation to Resolution 12:

- (a) the Shares will be issued to Ms Sim (or her nominee), who falls within the category set out in Listing Rule 10.11.1 by virtue of being a Director;
- (b) the maximum number of Shares to be issued to Ms Sim (being the nature of the financial benefit proposed to be given) is 1,554,772;
- (c) the 1,554,772 Shares to be issued to Ms Sim are fully paid ordinary shares in the capital of the Company and will rank *pari passu* with the Company's existing Shares;
- (d) the Shares will be issued no later than 1 month after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules) and it is intended that issue of the Shares will occur on the same date;
- (e) the issue price of the Shares is \$0.0059605 per Share. The Company will not receive any other consideration in respect of the issue of the Shares;
- (f) the purpose of the issue of the Shares is to remunerate Ms Sim in accordance with and to satisfy the Company's obligations under the terms and conditions set out in the Appointment Letter. The issue of Shares to Ms Sim aligns the interests of Ms Sim with those of Shareholders and provided a cost effective way for the Company to remunerate Ms Sim;
- (g) the Company agreed to issue the Shares to Ms Sim in lieu of the payment of cash in order to secure the services of Ms Sim as executive Director of the Company;
- (h) the total remuneration package for Ms Sim for the previous financial year and the proposed total remuneration package for the current financial year is set out below:



Related Party	Current Financial Year <sup>4</sup>	Previous Financial Year <sup>3</sup>
Adele Sim	\$205,000	\$189,267

**Notes:**

3. Comprising salary paid in cash of \$180,000 and fees to be paid in Shares to the value of \$9,267.24 (Resolution 12) for the period commencing 16 February 2024 and ending 30 June 2024.
  4. Comprising salary to be paid in cash of \$180,000 and fees to be paid in Shares to the value of \$25,000.
- (i) the Shares are being issued under the Appointment Letter, a summary of which is provided in Section 10.1; and
- (j) a voting exclusion statement is included in agenda item 13 of the Notice of Meeting.

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## 11. RESOLUTION 13 – APPROVAL OF 7.1A MANDATE

### 11.1 General

A summary of Listing Rule 7.1 is set out in Section 5.

Under Listing Rule 7.1A, an eligible entity may seek shareholder approval by way of a special resolution passed at its annual general meeting to increase this 15% limit by an extra 10% to 25% (**7.1A Mandate**).

An 'eligible entity' means an entity which is not included in the S&P/ASX 300 Index and has a market capitalisation of \$300,000,000 or less. The Company is an eligible entity for these purposes.

As at the date of this Notice, the Company is an eligible entity as it is not included in the S&P/ASX 300 Index and has a current market capitalisation of \$11.4m (based on the number of Shares on issue and the closing price of Shares on the ASX on 17 October 2024 (and excluding any restricted securities that may be on issue).

Resolution 13 seeks Shareholder approval by way of special resolution for the Company to have the additional 10% placement capacity provided for in Listing Rule 7.1A to issue Equity Securities without Shareholder approval.

If Resolution 13 is passed, the Company will be able to issue Equity Securities up to the combined 25% limit in Listing Rules 7.1 and 7.1A without any further Shareholder approval.

If Resolution 13 is not passed, the Company will not be able to access the additional 10% capacity to issue Equity Securities without Shareholder approval under Listing Rule 7.1A, and will remain subject to the 15% limit on issuing Equity Securities without Shareholder approval set out in Listing Rule 7.1.

### 11.2 Technical information required by Listing Rule 7.1A

Pursuant to and in accordance with Listing Rule 7.3A, the information below is provided in relation to Resolution 13:

(a) **Period for which the 7.1A Mandate is valid**

The 7.1A Mandate will commence on the date of the Meeting and expire on the first to occur of the following:

- (i) the date that is 12 months after the date of this Meeting;

- (ii) the time and date of the Company's next annual general meeting; and
- (iii) the time and date of approval by Shareholders of any transaction under Listing Rule 11.1.2 (a significant change in the nature or scale of activities) or Listing Rule 11.2 (disposal of the main undertaking).

(b) **Minimum Price**

Any Equity Securities issued under the 7.1A Mandate must be in an existing quoted class of Equity Securities and be issued for cash consideration at a minimum price of 75% of the volume weighted average price of Equity Securities in that class, calculated over the 15 trading days on which trades in that class were recorded immediately before:

- (i) the date on which the price at which the Equity Securities are to be issued is agreed by the entity and the recipient of the Equity Securities; or
- (ii) if the Equity Securities are not issued within 10 trading days of the date in Section 11.2(b)(i), the date on which the Equity Securities are issued.

(c) **Use of funds raised under the 7.1A Mandate**

The Company intends to use funds raised from issues of Equity Securities under the 7.1A Mandate for the following purposes:

- (i) continued development and growth of SportsHero's business;
- (ii) product development and future enhancements to the Company's apps and/or predictor(s);
- (iii) market development and expansion into new sports and/or new jurisdictions;
- (iv) marketing and user acquisition, with a particular focus on user retention and engagement;
- (v) expansion of our team to enhance and develop content, features and products;
- (vi) advertising and promotion costs;
- (vii) administration and operating costs; and
- (viii) general working capital.

(d) **Risk of Economic and Voting Dilution**

Any issue of Equity Securities under the 7.1A Mandate will dilute the interests of Shareholders who do not receive any Shares under the issue.

If Resolution 13 is approved by Shareholders and the Company issues the maximum number of Equity Securities available under the 7.1A Mandate, the economic and voting dilution of existing Shares would be as shown in the table below.

The table below shows the dilution of existing Shareholders calculated in accordance with the formula outlined in Listing Rule 7.1A.2, on the basis of

the closing market price of Shares and the number of Equity Securities on issue as at 17 October 2023.

The table also shows the voting dilution impact where the number of Shares on issue (Variable A in the formula) changes and the economic dilution where there are changes in the issue price of Shares issued under the 7.1A Mandate.

Number of Shares on Issue (Variable A in Listing Rule 7.1A.2)		Shares issued – 10% voting dilution	Dilution		
			Issue Price		
			\$0.007	\$0.014	\$0.021
			50% decrease	Issue Price	50% increase
		Funds Raised			
Current	726,446,046 Shares	72,664,605 Shares	\$508,512	\$1,017,024	\$1,525,536
50% increase	1,089,669,069 Shares	108,966,907 Shares	\$762,768	\$1,525,536	\$2,288,305
100% increase	1,452,892,092 Shares	145,289,209 Shares	\$1,017,024	\$2,034,048	\$3,051,073

\*The number of Shares on issue (Variable A in the formula) could increase as a result of the issue of Shares that do not require Shareholder approval (such as under a pro-rata rights issue or scrip issued under a takeover offer) or that are issued with Shareholder approval under Listing Rule 7.1.

**The table above uses the following assumptions:**

- There are currently 726,446,046 Shares on issue comprising:
  - 667,832,837 existing Shares as at the date of this Notice of Meeting;
  - 58,613,209 Shares which will be issued if Resolutions 7, 8, 9, 10, 11 and 12 is passed at this Meeting; and
  - nil Shares which are to be issued pursuant to any prior approved issue of Shares in relation to which additional Shares will be issued after the date of the Notice.
- The issue price set out above is the closing market price of the Shares on the ASX on 28 October 2024 (being \$0.014).
- The Company issues the maximum possible number of Equity Securities under the 7.1A Mandate.
- The total number of Equity Securities issued or agreed to be issued under Listing Rule 7.1A.2 in the 12 months preceding the date of the Meeting was 50. million Shares (refer Section 6.2(f)).
- The issue of Equity Securities under the 7.1A Mandate consists only of Shares. It is assumed that no options are exercised or performance rights converted into Shares before the date of issue of the Equity Securities.
- The calculations above do not show the dilution that any one particular Shareholder will be subject to. All Shareholders should consider the dilution caused to their own shareholding depending on their specific circumstances.
- This table does not set out any dilution pursuant to approvals under Listing Rule 7.1 unless otherwise disclosed.
- 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%.
- The table does not show an example of dilution that may be caused to a particular Shareholder by reason of placements under the 7.1A Mandate, based on that Shareholder's holding at the date of the Meeting.

Shareholders should note that there is a risk that:

- the market price for the Company's Shares may be significantly lower on the issue date than on the date of the Meeting; and

- (ii) the Shares may be issued at a price that is at a discount to the market price for those Shares on the date of issue.

(e) **Allocation policy under the 7.1A Mandate**

The recipients of the Equity Securities to be issued under the 7.1A Mandate have not yet been determined. However, the recipients of Equity Securities could consist of current Shareholders or new investors (or both), none of whom will be related parties of the Company.

The Company will determine the recipients at the time of the issue under the 7.1A Mandate, having regard to the following factors:

- (i) the purpose of the issue;
- (ii) alternative methods for raising funds available to the Company at that time, including, but not limited to, an entitlement issue, share purchase plan, placement or other offer where existing Shareholders may participate;
- (iii) the effect of the issue of the Equity Securities on the control of the Company;
- (iv) the circumstances of the Company, including, but not limited to, the financial position and solvency of the Company;
- (v) prevailing market conditions; and
- (vi) advice from corporate, financial and broking advisers (if applicable).

(f) **Previous approval under Listing Rule 7.1A**

The Company previously obtained approval from its Shareholders pursuant to Listing Rule 7.1A at its annual general meeting held on 24 November 2023 (**Previous Approval**).

During the 12-month period preceding the date of the Meeting, the Company issued 91.5 million Shares pursuant to the Previous Approval.

During the 12-month period preceding the date of the Meeting, being on and from 29 November 2023, the Company issued 50,000,000 Shares to the Previous Approval (**Previous Issue**), which represent approximately 8.7% of the total diluted number of Equity Securities on issue in the Company on 29 November 2023.

Further details of the issues of Equity Securities by the Company pursuant to Listing Rule 7.1A.2 during the 12 month period preceding the date of the Meeting are set out below.

The following information is provided in accordance with Listing Rule 7.3A.6(b) in respect of the Previous Issue:

<b>Date of Issue and Appendix 2A</b>	<b>Date of Issue:</b> 8 October 2024 <b>Date of Appendix 2A:</b> 8 October 2024
<b>Number and Class of Equity Securities Issued</b>	50,000,000 Shares <sup>2</sup>
<b>Issue Price and discount to Market Price<sup>1</sup> (if any)</b>	\$0.01 per Share (at a discount 23.08% to Market Price) 0.013.

<b>Recipients</b>	<p>Professional and sophisticated investors as part of a placement announced on 27 September 2024. The placement participants were identified through a bookbuild process, which involved the Company seeking expressions of interest to participate in the placement from non-related parties of the Company.</p> <p>None of the participants in the placement were material investors that are required to be disclosed under ASX Guidance Note 21.</p>
<b>Total Cash Consideration and Use of Funds</b>	<p><b>Amount raised:</b> \$500,000</p> <p><b>Amount spent:</b> Nil</p> <p><b>Use of funds:</b><sup>4</sup> Funds raised will be used to accelerate the commercialisation of existing partnerships with iGV.Com and PSSI in Indonesia (and Thailand in future) and to expand the sales &amp; marketing efforts and for ongoing admin &amp; working capital requirements that include:</p> <ul style="list-style-type: none"> <li>• executing a comprehensive go to market campaign for IGV and the new Family Game Room product in Indonesia;</li> <li>• launching the IGV platform and the new Family Game Room product to the esports market in Thailand;</li> <li>• further optimising the KitaGaruda app with PSSI (Football Association of Indonesia) to offer more unique advertising and sponsorship inventory;</li> <li>• expanding the local Indonesian team to include more esports specialists under newly appointed Esports Advisor, Crispin Tristram.</li> </ul> <p><b>Amount remaining:</b> Nil</p> <p><b>Proposed use of remaining funds:</b><sup>4</sup> Refer above.</p>

**Notes:**

1. Market Price means the closing price of Shares on ASX (excluding special crossings, overnight sales and exchange traded option exercises). For the purposes of this table the discount is calculated on the Market Price on the last trading day on which a sale was recorded prior to the date of issue of the relevant Equity Securities.
2. Fully paid ordinary shares in the capital of the Company, ASX Code: SHO (terms are set out in the Constitution).
3. This is a statement of current intentions as at the date of this Notice. As with any budget, intervening events and new circumstances have the potential to affect the manner in which the funds are ultimately applied. The Board reserves the right to alter the way the funds are applied on this basis.

**11.3 Voting exclusion statement**

As at the date of this Notice, the Company is not proposing to make an issue of Equity Securities under Listing Rule 7.1A. Accordingly, a voting exclusion statement is not included in this Notice.

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## GLOSSARY

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\$ means Australian dollars.

**7.1A Mandate** has the meaning given to that term in Section 6.1.

**AEDT** means Australian Eastern Daylight Time as observed in Sydney, New South Wales.

**Annual General Meeting** or **Meeting** means the meeting convened by the Notice.

**App** has the meaning given to that term in Section 4.1.

**Appointment Letter** has the meaning given to that term in Section 5.1.

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

**Board** means the current board of directors of the Company.

**Chair** means the chair of the Meeting.

**Closely Related Party** of a member of the Key Management Personnel means:

- (a) a spouse or child of the member;
- (b) a child of the member's spouse;
- (c) a dependent of the member or the member's spouse;
- (d) anyone else who is one of the member's family and may be expected to influence the member, or be influenced by the member, in the member's dealing with the entity;
- (e) a company the member controls; or
- (f) a person prescribed by the Corporations Regulations 2001 (Cth) for the purposes of the definition of 'closely related party' in the Corporations Act.

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

**Constitution** means the Company's constitution.

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

**Directors** means the current directors of the Company.

**Equity Securities** includes a Share, a right to a Share or option, an option, a convertible security and any security that ASX decides to classify as an equity security.

**Explanatory Statement** means the explanatory statement accompanying the Notice.

**Group** means the Company and its subsidiaries.

**Initial Term** has the meaning given to that term in Section 4.1.

**Key Management Personnel** has the same meaning as in the accounting standards issued by the Australian Accounting Standards Board and means those persons having authority and responsibility for planning, directing and controlling the activities of the

Company, or if the Company is part of a consolidated entity, of the consolidated entity, directly or indirectly, including any director (whether executive or otherwise) of the Company, or if the Company is part of a consolidated entity, of an entity within the consolidated group.

**Listing Rules** means the Listing Rules of ASX.

**Notice** or **Notice of Meeting** means this notice of Annual General Meeting, including the Explanatory Statement and the Proxy Form.

**Previous Approval** has the meaning given to that term in Section 6.2(f).

**Proxy Form** means the proxy form accompanying the Notice.

**Remuneration Report** means the remuneration report set out in the Director's report section of the Company's annual financial report for the year ended 30 June 2023.

**Resolutions** means the resolutions set out in the Notice, or any one of them, as the context requires.

**Schedule** means a schedule to this Notice.

**Section** means a section of the Explanatory Statement.

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

**Shareholder** means a registered holder of a Share.

**Share Fee** has the meaning given to that term in Section 5.1(c).

**Spill Meeting** has the meaning given to that term in Section 2.2.

**Spill Resolution** has the meaning given to that term in Section 2.2.

**VWAP** means volume weighted average price.

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## SCHEDULE 1 – TERMS AND CONDITIONS OF PERFORMANCE RIGHTS

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The following is a summary of the key terms and conditions of the Performance Rights:

(a) **Milestones**

The Performance Rights will vest upon satisfaction of the following milestones (each being a **Milestone**).

TRANCHE	NUMBER OF PERFORMANCE RIGHTS	MILESTONE
Tranche A	1,000,000	Upon achieving 10,000 monthly subscribers to the IGV Family Game Pass product.
Tranche B	2,000,000	Upon achieving 30,000 monthly subscribers to the IGV Family Game Pass product.
Tranche C	2,000,000	Upon achieving 50,000 monthly subscribers to the IGV Family Game Pass product.
Tranche D	5,000,000	Upon achieving 100,000 monthly subscribers to the IGV Family Game Pass product.
Tranche E	5,000,000	Upon securing a partnership with one of the major telecommunications services providers in Indonesia (including, but not limited to Telkom, Telkomsel, XL, or IndoSat) for any of the Company's digital products.
Tranche F	3,000,000	Upon securing an esports commercial partnership with PSSI, Indonesia's Football Association, with any of the Company's esports digital products.

(b) **Notification to holder**

The Company shall notify the holder in writing when the relevant Milestone has been satisfied.

(c) **Conversion**

Subject to paragraph **Error! Reference source not found.**, upon vesting, each Performance Right will, at the election of the holder, convert into one Share.

(d) **Lapse of a Performance Right**

A Performance Right will automatically lapse upon the earlier to occur of:

- (i) the date that is five years from the date of issue of the Performance Right; and



- (ii) the holder ceasing to be engaged by the Company, unless otherwise determined by the Board at its absolute discretion.

(e) **Consideration**

The Performance Rights will be issued for nil consideration and no consideration will be payable upon the conversion of the Performance Rights into Shares.

(f) **Share ranking**

All Shares issued upon the vesting of Performance Rights will upon issue rank pari passu in all respects with other existing Shares.

(g) **Application to ASX**

The Performance Rights will not be quoted on ASX. The Company must apply for the official quotation of a Share issued on conversion of a Performance Right on ASX within the time period required by the ASX Listing Rules.

(h) **Timing of issue of Shares on conversion**

Within 5 business days after the date that the Performance Rights are converted, the Company will:

- (i) issue the number of Shares required under these terms and conditions in respect of the number of Performance Rights converted;
- (ii) if required, give ASX a notice that complies with section 708A(5)(e) of the Corporations Act, or, if the Company is unable to issue such a notice, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors; and
- (iii) if admitted to the Official List of ASX at the time, apply for official quotation on ASX of Shares issued pursuant to the conversion of the Performance Rights.

If a notice delivered under paragraph (h)(ii) for any reason is not effective to ensure that an offer for sale of the Shares does not require disclosure to investors, the Company must, no later than 20 business days after becoming aware of such notice being ineffective, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors.

(i) **Transfer of Performance Rights**

The Performance Rights are not transferable.

(j) **Participation in new 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 holders of Shares such as bonus issues and entitlement issues without exercising the Performance Right.

(k) **Reorganisation of capital**

If at any time the issued capital of the Company is reorganised (including consolidation, subdivision, reduction or return), all rights of a holder will be changed in a manner consistent with the applicable ASX Listing Rules and the Corporations Act at the time of reorganisation.

(l) **Adjustment for bonus issues of Shares**

If the Company makes a bonus issue of Shares or other securities to the Company's existing shareholders (other than an issue in lieu or in satisfaction of dividends or by way of dividend reinvestment) no changes will be made to the Performance Rights.

(m) **Dividend and voting rights**

The Performance Rights do not confer on the holder an entitlement to vote (except as otherwise required by law) or receive dividends.

(n) **Change in control**

Subject to paragraph (o), upon:

- (i) a bona fide takeover bid under Chapter 6 of the Corporations Act having been made in respect of the Company and:
  - (A) having received acceptances for not less than 50.1% of the Company's Shares on issue; and
  - (B) having been declared unconditional by the bidder; or
- (ii) a Court granting orders approving a compromise or arrangement for the purposes of or in connection with a scheme for the reconstruction of the Company or its amalgamation with any other company or companies; or
- (iii) in any other case, a person obtains Voting Power (as defined in the Corporations Act) in the Company that the Board (which for the avoidance of doubt will comprise those Directors immediately prior to the person acquiring that Voting Power) determines, acting in good faith and in accordance with their fiduciary duties, is sufficient to control the composition of the Board,

then, to the extent Performance Rights have not converted into Shares due to satisfaction of the relevant Vesting Conditions, Performance Rights will accelerate vesting conditions and will automatically convert into Shares on a one-for-one basis.

(o) **Deferral of conversion if resulting in a prohibited acquisition of Shares**

If the conversion of a Performance Right under paragraphs (c) or (n) would result in any person being in contravention of section 606(1) of the *Corporations Act 2001 (Cth)* (**General Prohibition**) then the conversion of that Performance Right shall be deferred until such later time or times that the conversion would not result in a contravention of the General Prohibition. In assessing whether a conversion of a Performance Right would result in a contravention of the General Prohibition:

- (i) holders may give written notification to the Company if they consider that the conversion of a Performance Right may result in the

contravention of the General Prohibition. The absence of such written notification from the holder will entitle the Company to assume the conversion of a Performance Right will not result in any person being in contravention of the General Prohibition; and

- (ii) the Company may (but is not obliged to) by written notice to a holder request a holder to provide the written notice referred to in paragraph (o)(i) within 7 days if the Company considers that the conversion of a Performance Right may result in a contravention of the General Prohibition. The absence of such written notification from the holder will entitle the Company to assume the conversion of a Performance Right will not result in any person being in contravention of the General Prohibition.

(p) **No rights to return of capital**

A Performance Right does not entitle the holder to a return of capital, whether in a winding up, upon a reduction of capital or otherwise.

(q) **Rights on winding up**

A Performance Right does not entitle the holder to participate in the surplus profits or assets of the Company upon winding up.

(r) **ASX Listing Rule compliance**

The Board reserves the right to amend any term of the Performance Rights to ensure compliance with the ASX Listing Rules.

(s) **No other rights**

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

Your proxy voting instruction must be received by **12.00pm (AEDT) on Wednesday, 27 November 2024**, being **not later than 48 hours** before the commencement of the Meeting. Any Proxy Voting instructions received after that time will not be valid for the scheduled Meeting.

## SUBMIT YOUR PROXY

Complete the form overleaf in accordance with the instructions set out below.

### YOUR NAME AND ADDRESS

The name and address shown above is as it appears on the Company's share register. If this information is incorrect, and you have an Issuer Sponsored holding, you can update your address through the investor portal: <https://investor.automic.com.au/#/home> Shareholders sponsored by a broker should advise their broker of any changes.

### STEP 1 – APPOINT A PROXY

If you wish to appoint someone other than the Chair of the Meeting as your proxy, please write the name of that Individual or body corporate. A proxy need not be a Shareholder of the Company. Otherwise if you leave this box blank, the Chair of the Meeting will be appointed as your proxy by default.

### DEFAULT TO THE CHAIR OF THE MEETING

Any directed proxies that are not voted on a poll at the Meeting will default to the Chair of the Meeting, who is required to vote these proxies as directed. Any undirected proxies that default to the Chair of the Meeting will be voted according to the instructions set out in this Proxy Voting Form, including where the Resolutions are connected directly or indirectly with the remuneration of Key Management Personnel.

### STEP 2 - VOTES ON ITEMS OF BUSINESS

You may direct your proxy how to vote by marking one of the boxes opposite each item of business. All your shares will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any item by inserting the percentage or number of shares you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on the items of business, your proxy may vote as he or she chooses. If you mark more than one box on an item your vote on that item will be invalid.

### APPOINTMENT OF SECOND PROXY

You may appoint up to two proxies. If you appoint two proxies, you should complete two separate Proxy Voting Forms and specify the percentage or number each proxy may exercise. If you do not specify a percentage or number, each proxy may exercise half the votes. You must return both Proxy Voting Forms together. If you require an additional Proxy Voting Form, contact Automic Registry Services.

### 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 Shareholders should sign.

**Power of attorney:** If you have not already lodged the power of attorney with the registry, please attach a certified photocopy of the power of attorney to this Proxy Voting Form when you return it.

**Companies:** To be signed in accordance with your Constitution. Please sign in the appropriate box which indicates the office held by you.

**Email Address:** Please provide your email address in the space provided.

**By providing your email address, you elect to receive all communications despatched by the Company electronically (where legally permissible) such as a Notice of Meeting, Proxy Voting Form and Annual Report via email.**

### CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Meeting the appropriate 'Appointment of Corporate Representative' should be produced prior to admission. A form may be obtained from the Company's share registry online at <https://automicgroup.com.au>.

### Lodging your Proxy Voting Form:

#### Online

Use your computer or smartphone to appoint a proxy at <https://investor.automic.com.au/#/loginsah> or scan the QR code below using your smartphone

**Login & Click on 'Meetings'. Use the Holder Number as shown at the top of this Proxy Voting Form.**



#### BY MAIL:

Automic  
GPO Box 5193  
Sydney NSW 2001

#### IN PERSON:

Automic  
Level 5, 126 Phillip Street  
Sydney NSW 2000

#### BY EMAIL:

[meetings@automicgroup.com.au](mailto:meetings@automicgroup.com.au)

#### BY FACSIMILE:

+61 2 8583 3040

#### All enquiries to Automic:

##### WEBSITE:

<https://automicgroup.com.au>

##### PHONE:

1300 288 664 (Within Australia)  
+61 2 9698 5414 (Overseas)

## STEP 1 - How to vote

### APPOINT A PROXY:

I/We being a Shareholder entitled to attend and vote at the Annual General Meeting of SportsHero Limited, to be held at **12.00pm (AEDT) on Friday, 29 November 2024 at Meeting Room 3 RSM Australia Level 13, 60 Castlereagh Street Sydney, NSW 2000** hereby:

**Appoint the Chair of the Meeting (Chair) OR** if you are not appointing the Chair of the Meeting as your proxy, please write in the box provided below the name of the person or body corporate you are appointing as your 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 and at any adjournment thereof.

<input type="text"/>
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**The Chair intends to vote undirected proxies in favour of all Resolutions in which the Chair is entitled to vote.**

Unless indicated otherwise by ticking the "for", "against" or "abstain" box you will be authorising the Chair to vote in accordance with the Chair's voting intention.

### AUTHORITY FOR CHAIR TO VOTE UNDIRECTED PROXIES ON REMUNERATION RELATED RESOLUTIONS

Where I/we have appointed the Chair as my/our proxy (or where the Chair becomes my/our proxy by default), I/we expressly authorise the Chair to exercise my/our proxy on Resolution 1 (except where I/we have indicated a different voting intention below) even though Resolution 1 is connected directly or indirectly with the remuneration of a member of the Key Management Personnel, which includes the Chair.

## STEP 2 - Your voting direction

Resolutions	For	Against	Abstain	Resolutions	For	Against	Abstain
1 ADOPTION OF REMUNERATION REPORT	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	8 APPROVAL OF ISSUE OF 11,000,000 SHARES TO REZELICO PTY LIMITED	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 ELECTION OF DIRECTOR – MS ADELE SIM	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	9 APPROVAL OF ISSUE OF 9,900,000 SHARES TO REZELICO SUPER FUND	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 RE-ELECTION OF DIRECTOR – MR STRATOS KAROUSOS	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	10 APPROVAL OF ISSUE OF 22,000,000 SHARES TO COLIN LOW	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4 RATIFICATION OF THE ISSUE OF 41,500,000 PLACEMENT SHARES IN DECEMBER 2023 UNDER LISTING RULE 7.1	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	11 APPROVAL OF ISSUE OF 3,158,457 SHARES TO MR STRATOS KAROUSOS	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5 RATIFICATION OF THE ISSUE OF 50,000,000 PLACEMENT SHARES IN OCTOBER 2024 UNDER LISTING RULE 7.1A	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	12 APPROVAL OF ISSUE OF 1,554,752 SHARES TO MS ADELE SIM	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6 APPROVAL TO ISSUE 18,000,000 PERFORMANCE RIGHTS TO CRISPIN TRISTRAM	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	13 APPROVAL OF 7.1A MANDATE	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7 APPROVAL OF ISSUE OF 11,000,000 SHARES TO SUNSHORE HOLDINGS PTY LIMITED	<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.*

## STEP 3 – Signatures and contact details

Individual or Securityholder 1

<input type="text"/>
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Securityholder 2

<input type="text"/>
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Securityholder 3

<input type="text"/>
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Sole Director and Sole Company Secretary

Director

Director / Company Secretary

Contact Name:

<input type="text"/>
----------------------

Email Address:

<input type="text"/>
----------------------

Contact Daytime Telephone

<input type="text"/>
----------------------

Date (DD/MM/YY)

<input type="text"/>	/	<input type="text"/>	/	<input type="text"/>
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**By providing your email address, you elect to receive all communications despatched by the Company electronically (where legally permissible).**