

Appendix 1A

ASX Listing application and agreement

This form is for use by an entity seeking admission to the ⁺official list as an ASX Listing (for classification as an ASX Debt Listing use Appendix 1B, and for classification as an ASX Foreign Exempt Listing use Appendix 1C). The form is in 3 parts:

1. *Application for admission to the ⁺official list;*
2. *Information to be completed; and*
3. *Agreement to be completed.*

Information and documents (including this appendix) given to ASX in support of an application become ASX's property and may be made public. This may be prior to admission of the entity and ⁺quotation of its ⁺securities. Publication does not mean that the entity will be admitted or that its ⁺securities will be quoted.

Introduced 1/7/96. Origin: Appendix 1. Amended 1/7/97, 1/7/98, 1/9/99, 13/3/2000, 1/7/2000, 30/9/2001, 11/3/2002, 1/1/2003, 24/10/2005, 20/07/2007.

Part 1 - Application for admission to the official list

Name of entity

ABN

Echo Entertainment Group Limited (*Echo*)

85 149 629 023

We (the entity) apply for admission to the ⁺official list of ASX Limited (ASX) and for ⁺quotation of ⁺securities.

Part 2 - Information to be completed

About the entity

You must complete the relevant sections (attach sheets if there is not enough space).

All entities

- 1 Deleted 30/9/2001

- 2 ⁺Main class of ⁺securities

Number	⁺ Class
688,019,737	Fully paid ordinary shares

⁺ See chapter 19 for defined terms.

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3	Additional ⁺ classes of ⁺ securities (except ⁺ CDIs)	<p>This is a forecast number only, based on the number of fully paid ordinary shares in Tabcorp Holdings Limited (<i>Tabcorp</i>) on issue as at 15 April 2011. As set out in the Tabcorp Scheme Booklet dated 15 April 2011 (<i>Scheme Booklet</i>), which is included as the Appendix to the Echo Information Memorandum dated 19 April 2011 (the <i>Information Memorandum</i>) that is annexed as Annexure 1 to this Appendix 1A, under the Scheme, Tabcorp will transfer one Echo Share in respect of each Tabcorp Share on issue at the Scheme Record Date. In aggregate those Echo Shares will comprise all of the issued shares in Echo as at the Demerger Date. Accordingly, the final number of Echo Shares will depend on the number of Tabcorp Shares on issue at the Scheme Record Date. As at the date of this application, there are 2 Echo Shares on issue.</p> <p>Terms defined in the Scheme Booklet have the same meanings when used in this Appendix 1A, unless the context requires otherwise.</p>	
		Number to be quoted	⁺ Class
		Not applicable.	Not applicable.
		Number not to be quoted	⁺ Class
		<p>Not applicable.</p> <p>However, see Section 5.12.6 of the Scheme Booklet in relation to the intention of Echo to establish the Long Term Performance Plan and the Short Term Performance Plan, pursuant to which unquoted securities in Echo (including restricted Echo Shares, performance options and performance rights) may be issued. The number and type of any such securities will be advised to ASX upon their issue.</p>	Not applicable.

⁺ See chapter 19 for defined terms.

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|---|---|--|
| 4 | Telephone number, postal address for all correspondence, general fax number, fax number for ⁺ company announcements office to confirm release of information to the market, and e-mail address for contact purposes. | <p>Ms Paula Maree Martin</p> <p>Telephone: +61 7 3228 0014</p> <p>Postal address: PO Box 13348, George Street Post Shop, Brisbane, Queensland 4003</p> <p>Facsimile (general): +61 7 3228 0099</p> <p>Facsimile (company announcements): +61 7 3228 0099</p> <p>Email: paula.martin@echoent.com.au</p> |
| 5 | Address of principal ⁺ security registries for each ⁺ class of ⁺ security (including ⁺ CDIs) | <p>Link Market Services Limited</p> <p>Level 15, 324 Queen Street</p> <p>Brisbane, Queensland 4000</p> |
| 6 | Annual balance date | <p>30 June</p> |

Companies only
(Other entities go to 19)

- | | | |
|---|---|--|
| 7 | Name and title of chief executive officer/managing director | <p>Mr Lawrence Joseph Mullin, Managing Director and Chief Executive Officer</p> |
| 8 | Name and title of chairperson of directors | <p>Mr John Douglas Story, Chairman and Non-Executive Director</p> |
| 9 | Names of all directors | <p>Mr John Douglas Story</p> <p>Mr Lawrence Joseph Mullin</p> <p>Mr Matthias Michael Bekier</p> <p>Mr John Anthony O'Neill AO</p> <p>Mr Brett William Fisher Paton</p> |

⁺ See chapter 19 for defined terms.

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10	Duration of appointment of directors (if not subject to retirement by rotation) and details of any entitlement to participate in profits	<p>1. Duration of appointment of directors The directors (other than the Managing Director and Chief Executive Officer) will be subject to retirement by rotation in accordance with the constitution of Echo (annexed as Annexure 3 to this Appendix 1A) (<i>Echo Constitution</i>) and Listing Rule 14.4. As set out in the Scheme Booklet, the Echo Constitution will be adopted by Echo on or before the Effective Date.</p> <p>2. Entitlement to participate in profits For all directors, there is no specific entitlement to participate in profits, except to the extent that a director holds Echo Shares and dividends are paid on those shares.</p> <p>In addition, certain components of the remuneration of the Managing Director and Chief Executive Officer will be linked to performance, including incentive payments and entitlements under the proposed Long Term Performance Plan and Short Term Performance Plan (details of which are set out in Section 5.12.6 of the Scheme Booklet).</p>
11	Name and title of company secretary	<p>Mr Matthias Michael Bekier, Chief Financial Officer and Executive Director</p> <p>Following the receipt of all necessary regulatory approvals from gambling regulators, the company secretary is intended to be: Ms Paula Maree Martin, Company Secretary and General Counsel (Queensland)</p>
12	Place of incorporation	Australia
13	Date of incorporation	2 March 2011
14	Legislation under which incorporated	<i>Corporations Act 2001</i> (Cth)
15	Address of registered office in Australia	<p>Level 12, 5 Bowen Crescent Melbourne, Victoria 3004</p> <p>Prior to commencement of quotation: Level 3, 159 William Street Brisbane, Queensland 4000</p>
16	Month in which annual meeting is usually held	Annual general meetings are intended to be held in October.
17	Months in which dividends are usually paid (or are intended to be paid)	<p>If payable, interim dividends are intended to be paid in March.</p> <p>If payable, final dividends are intended to be paid in September.</p>

⁺ See chapter 19 for defined terms.

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|-----|--|-----------------|
| 18 | If the entity is a foreign company which has a certificated subregister for quoted ⁺ securities, the location of Australian ⁺ security registers | Not applicable. |
| 18A | If the entity is a foreign company, the name and address of the entity's Australian agent for service of process | Not applicable. |

(Companies now go to 31)

All entities except companies

- | | | |
|----|--|-----------------|
| 19 | Name and title of chief executive officer/managing director of the responsible entity | Not applicable. |
| 20 | Name and title of chairperson of directors of responsible entity | Not applicable. |
| 21 | Names of all directors of the responsible entity | Not applicable. |
| 22 | Duration of appointment of directors of responsible entity (if not subject to retirement by rotation) and details of any entitlement to participate in profits | Not applicable. |
| 23 | Name and title of company secretary of responsible entity | Not applicable. |

⁺ See chapter 19 for defined terms.

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23A	Trusts only - the names of the members of the compliance committee (if any)	Not applicable.
24	Place of registration of the entity	Not applicable.
25	Date of registration of the entity	Not applicable.
26	Legislation under which the entity is registered	Not applicable.
27	Address of administration office in Australia of the entity	Not applicable.
28	If an annual meeting is held, month in which it is usually held	Not applicable.
29	Months in which distributions are usually paid (or are intended to be paid)	Not applicable.
30	If the entity is a foreign entity which has a certificated subregister for quoted ⁺ securities, the location of Australian ⁺ security registers	Not applicable.
30A	If the entity is a foreign trust, the name and address of the entity's Australian agent for service of process	Not applicable.

⁺ See chapter 19 for defined terms.

About the entity

All entities

Tick to indicate you are providing the information or documents

Where is the information or document to be found? (eg, prospectus cross reference)

- 31 ☒ Evidence of compliance with 20 cent minimum issue price or sale price, and spread requirements

1. Issue price
Under the Scheme, each Tabcorp Shareholder (other than Ineligible Overseas Shareholders) will receive one Echo Share for each Tabcorp Share they hold at the Scheme Record Date. The proceeds of the Capital Reduction (approximately \$2,220 million in aggregate) will be applied on behalf of all Tabcorp Shareholders as at the Scheme Record Date as consideration for the transfer of Echo Shares under the Scheme. Based on the number of Tabcorp Shares on issue as at 15 April 2011 (see item 2 above), the Demerger Entitlement would be approximately \$3.22 per Echo Share.

Further details are set out in Sections 4.2, 4.7, 4.8 and 4.10 of the Scheme Booklet.

2. Spread requirement
ASX has confirmed Listing Rule 1.1 condition 7 will not apply to the application by Echo for admission to the official list.

As at 15 April 2011, there were 144,296 Tabcorp Shareholders. As each Tabcorp Shareholder as at the Scheme Record Date (other than Ineligible Overseas Shareholders) will become an Echo Shareholder upon the Demerger Date, it is anticipated that Echo Shareholders will (at least initially) be substantially the same as current Tabcorp Shareholders (although it is acknowledged that the composition of Tabcorp's share register will change before the Scheme Record Date).

Further details are set out in Sections 4.2, 4.7, 4.8 and 4.10 of the Scheme Booklet.

Echo will provide further information regarding its spread of shareholders after the Scheme Record Date.

⁺ See chapter 19 for defined terms.

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|----|-------------------------------------|--|--|
| 32 | <input checked="" type="checkbox"/> | Prospectus, Product Disclosure Statement or information memorandum relevant to the application (250 copies) | <p>ASX has confirmed in-principle that it will likely agree that Echo may issue an information memorandum based on the Scheme Booklet (being the Information Memorandum) instead of a prospectus, for the purposes of Listing Rule 1.1 condition 3.</p> <p>A copy of the Information Memorandum is annexed as Annexure 1 to this Appendix 1A. An additional 50 copies (as agreed with ASX) will be separately provided to ASX.</p> |
| 33 | <input checked="" type="checkbox"/> | Cheque for fees | <p>As agreed with ASX, payment of fees will be made following lodgement of this application.</p> |
| 34 | <input checked="" type="checkbox"/> | Type of subregisters the entity will operate
<small>Example: CHESS and certificated subregisters</small> | <p>Electronic CHESS subregister and electronic issuer-sponsored subregister.</p> |
| 35 | <input checked="" type="checkbox"/> | Copies of any contracts referred to in the prospectus, Product Disclosure Statement or information memorandum (including any underwriting agreement) | <p>The Echo Deed Poll is set out in Annexure B to the Scheme Booklet.</p> <p>The Scheme Booklet contains summaries of certain other material contracts relating to Echo. Due to confidentiality obligations and commercial sensitivities, Echo does not propose to provide copies of those contracts.</p> |
| 36 | <input type="checkbox"/> | A certified copy of any restriction agreement entered into in relation to ⁺ restricted securities | <p>Not applicable.</p> |
| 37 | <input type="checkbox"/> | If there are ⁺ restricted securities, undertaking issued by any bank or ⁺ recognised trustee | <p>Not applicable.</p> |
| 38 | <input checked="" type="checkbox"/> | (Companies only) - certificate of incorporation or other evidence of status (including any change of name) | <p>Copies of the "Certificate of the Registration of a Company" and of the "Certificate of Registration on Change of Name" for Echo are annexed as Annexure 2 to this Appendix 1A.</p> |
| 39 | <input type="checkbox"/> | (All entities except companies) - certificate of registration or other evidence of status (including change of name) | <p>Not applicable.</p> |
| 40 | <input checked="" type="checkbox"/> | Copy of the entity's constitution (eg, if a company, the memorandum and articles of association) | <p>A copy of the Echo Constitution is annexed as Annexure 3 to this Appendix 1A.</p> |

⁺ See chapter 19 for defined terms.

		Where is the information or document to be found? (eg, prospectus cross reference)
41	<input checked="" type="checkbox"/> Completed checklist that the constitution complies with the listing rules (copy of articles checklist is available from any Companies Department)	The completed checklist in relation to the Echo Constitution is annexed as Annexure 4 to this Appendix 1A.
42	<input checked="" type="checkbox"/> A brief history of the entity or, if applicable, the group	See Sections 4.1.3, 5.5 and 5.6 of the Scheme Booklet for a summary of the history of Echo.
42A	<input checked="" type="checkbox"/> Copy of agreement with ASX that documents may be given to ASX and authenticated electronically.	A copy of the agreement is annexed as Annexure 5 to this Appendix 1A.

About the securities to be quoted

All entities

43	<input checked="" type="checkbox"/> Confirmation that the ⁺ securities to be quoted are eligible to be quoted under the listing rules	The securities to be quoted are ordinary shares.
44	<input checked="" type="checkbox"/> Voting rights of ⁺ securities to be quoted	See rules 39, 40, 86 and 87 of the Echo Constitutions, and the summary in Section 10.10 of the Scheme Booklet.
45	<input checked="" type="checkbox"/> A specimen certificate/holding statement for each ⁺ class of ⁺ securities to be quoted and a specimen holding statement for ⁺ CDIs	See Annexure 6 to this Appendix 1A.
46	<input checked="" type="checkbox"/> Terms of the ⁺ securities to be quoted	See the Echo Constitution generally, and the summary in Section 10.10 of the Scheme Booklet.
47	<input checked="" type="checkbox"/> A statement setting out the names of the 20 largest holders in each ⁺ class of ⁺ securities to be quoted, and the number and percentage of each ⁺ class of ⁺ securities held by those holders	<p>Currently, all of the Echo Shares are held by Tabcorp. The Demerger will result in Tabcorp Shareholders (other than Ineligible Overseas Shareholders) as at the Scheme Record Date receiving Echo Shares.</p> <p>ASX has confirmed that the relevant information to be provided in relation to items 47-49 of this Appendix 1A are the post-Demerger Date details for Echo, and that such information must be provided in indicative form within 3 Business Days before the Effective Date, but need only be provided in final form after the Scheme Record Date.</p>
48	<input checked="" type="checkbox"/> A distribution schedule of each ⁺ class of ⁺ equity securities to be quoted, setting out the number of holders in the categories - 1 - 1,000 1,001 - 5,000 5,001 - 10,000 10,001 - 100,000 100,001 and over	See item 47 above.

⁺ See chapter 19 for defined terms.

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|----|-------------------------------------|---|--|
| 49 | <input checked="" type="checkbox"/> | The number of holders of a parcel of +securities with a value of more than \$2,000, based on the issue/sale price | See item 47 above. |
| 50 | <input type="checkbox"/> | Terms of any +debt securities and +convertible debt securities | Not applicable. |
| | | | Where is the information or document to be found? (eg, prospectus cross reference) |
| 51 | <input type="checkbox"/> | Trust deed for any +debt securities and +convertible debt securities | Not applicable. |
| 52 | <input type="checkbox"/> | Deleted 24/10/2005. | |

All entities with classified assets

(Other entities go to 62)

All +mining exploration entities and, if ASX asks, any other entity that has acquired, or entered into an agreement to acquire a +classified asset, must give ASX the following information.

- | | | | |
|----|--------------------------|---|-----------------|
| 53 | <input type="checkbox"/> | The name of the vendor and details of any relationship of the vendor with us | Not applicable. |
| 54 | <input type="checkbox"/> | If the vendor was not the beneficial owner of the +classified asset at the date of the acquisition or agreement, the name of the beneficial owner(s) and details of the relationship of the beneficial owner(s) to us | Not applicable. |
| 55 | <input type="checkbox"/> | The date that the vendor acquired the +classified asset | Not applicable. |
| 56 | <input type="checkbox"/> | The method by which the vendor +acquired the +classified asset, including whether by agreement, exercise of option or otherwise | Not applicable. |
| 57 | <input type="checkbox"/> | The consideration passing directly or indirectly from the vendor (when the vendor +acquired the asset), and whether the consideration has been provided in full | Not applicable. |
| 58 | <input type="checkbox"/> | Full details of the +classified asset, including any title particulars | Not applicable. |

⁺ See chapter 19 for defined terms.

Where is the information or document to be found? (eg, prospectus cross reference)

- | | | | |
|----|--------------------------|--|-----------------|
| 59 | <input type="checkbox"/> | The work done by or on behalf of the vendor in developing the +classified asset. In the case of a +mining tenement, this includes prospecting in relation to the tenement. If money has been spent by the vendor, state the amount (verification of which may be required by ASX). | Not applicable. |
| 60 | <input type="checkbox"/> | The date that the entity +acquired the +classified asset from the vendor, the consideration passing directly or indirectly to the vendor, and whether that consideration has been provided in full | Not applicable. |
| 61 | <input type="checkbox"/> | A breakdown of the consideration, showing how it was calculated, and whether any experts' reports were commissioned or considered (and if so, with copies attached). | Not applicable. |

About the entity's capital structure

All entities

62 Deleted 1/9/99.

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|----|-------------------------------------|---|--|
| 63 | <input checked="" type="checkbox"/> | A copy of the register of members, if ASX asks | To be provided, if requested, following the Scheme Record Date. |
| 64 | <input checked="" type="checkbox"/> | A copy of any court orders in relation to a reorganisation of the entity's capital in the last five years | A copy of any court orders in relation to the Scheme will be provided to ASX upon request. |
| 65 | <input checked="" type="checkbox"/> | The terms of any +employee incentive scheme | Echo intends to establish the Long Term Performance Plan and the Short Term Performance Plan. See the summaries in Section 5.12.6 of the Scheme Booklet. |
| 66 | <input checked="" type="checkbox"/> | The terms of any +dividend or distribution plan | See the summary in Section 5.12.1 of the Scheme Booklet. |
| 67 | <input type="checkbox"/> | The terms of any +securities that will not be quoted | Not applicable. |
| 68 | Deleted 1/7/98. | | |

+ See chapter 19 for defined terms.

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Where is the information or document to be found? (eg, prospectus cross reference)

- | | | | |
|----|-------------------------------------|--|---|
| 69 | <input checked="" type="checkbox"/> | The entity's issued capital (interests), showing separately each ⁺ class of ⁺ security (except ⁺ CDIs), the amount paid up on each ⁺ class, the issue price, the dividend (in the case of a trust, distribution) and voting rights attaching to each ⁺ class and the conversion terms (if applicable) | <p>For details of the number of Echo Shares on issue, see item 2 above.</p> <p>All Echo Shares are and will be fully paid. For details of the issue price, see item 31 above. Rules 39, 40, 86 and 87 of the Echo Constitution set out the voting rights of Echo Shares, and rules 71, 86 and 87 of the Echo Constitution set out the dividend rights of Echo Shares.</p> |
| 70 | <input type="checkbox"/> | <p>The number of the entity's debentures, except to bankers, showing the amount outstanding, nominal value and issue price, rate of interest, dates of payment of interest, date and terms of redemption of each ⁺class and conversion terms (if applicable)</p> <p><small>Note: This applies whether the securities are quoted or not.</small></p> | <p>Not applicable.</p> |
| 71 | <input type="checkbox"/> | <p>The number of the entity's unsecured notes, showing the amount outstanding, nominal value and issue price, rate of interest, dates of payment of interest, date and terms of redemption of each ⁺class and conversion terms (if applicable)</p> <p><small>Note: This applies whether the securities are quoted or not.</small></p> | <p>Not applicable.</p> |
| 72 | <input type="checkbox"/> | <p>The number of the entity's options to ⁺acquire unissued ⁺securities, showing the number outstanding</p> <p><small>Note: This applies whether the securities are quoted or not.</small></p> | <p>Not applicable.</p> |
| 73 | <input checked="" type="checkbox"/> | <p>Details of any rights granted to any ⁺person, or to any class of ⁺persons, to participate in an issue of the entity's ⁺securities</p> <p><small>Note: This applies whether the securities are quoted or not.</small></p> | <p>See Sections 5.12.4, 5.12.5 and 5.12.6 of the Scheme Booklet in relation to the arrangements with certain employees of Echo or its child entities relating to participation in Echo's proposed Long Term Performance Plan and Short Term Performance Plan.</p> |
| 74 | <input checked="" type="checkbox"/> | <p>If the entity has any ⁺child entities, a list of all ⁺child entities stating in each case the name, the nature of its business and the entity's percentage holding in it. Similar details should be provided for every entity in which the entity holds (directly or indirectly) 20% or more of the issued capital (interests).</p> | <p>See Annexure 7 to this Appendix 1A, which contains a list of all entities that will be child entities of Echo on the Demerger Date.</p> |

⁺ See chapter 19 for defined terms.

About the entity's financial position

(Entities meeting the profit test go to 75. For the assets test go to 81A.)

All entities meeting the profit test

		Where is the information or document to be found? (eg, prospectus cross reference)
75	<input type="checkbox"/> Evidence that the entity has been in the same main business activity for the last 3 full financial years	Not applicable.
76	<input type="checkbox"/> Evidence that the entity is a going concern (or successor) and its aggregated profit for the last 3 full financial years	Not applicable.
76A	<input type="checkbox"/> Evidence that the entity's ⁺ profit from continuing operations in the past 12 months exceeded \$400,000	Not applicable.
77	<input type="checkbox"/> Audited ⁺ accounts for the last 3 full financial years and audit reports	Not applicable.
78 - 79	Deleted 1/7/97.	
80	<input type="checkbox"/> Half yearly ⁺ accounts (if required) and audit report or review	Not applicable.
80A	<input type="checkbox"/> Pro forma balance sheet and review	Not applicable.
80B	<input type="checkbox"/> Statement from all directors or all directors of the responsible entity confirming that the entity is continuing to earn ⁺ profit from continuing operations	Not applicable.

All entities meeting the assets test

(only complete one of 81A, 81B or 81C and one of 82 or 83)

Introduced 1/7/96. Amended 1/7/99.
Deleted 1/7/97

81		
81A	<input checked="" type="checkbox"/> For entities other than ⁺ investment entities, evidence of net tangible assets of at least \$2 million or market capitalisation of at least \$10 million	<p>ASX has confirmed that for the purposes of Listing Rule 1.3.5 and items 81A-87C of this Appendix 1A Echo may provide the pro forma financial information relating to Echo included in the Information Memorandum.</p> <p>See Section 5.10.6 of the Scheme Booklet for the pro forma historical balance sheet of Echo as at 31 December 2010, if the Demerger was implemented. That balance sheet shows Echo having total net assets of approximately \$2,195 million (pre tax reset) and net tangible assets (being net assets less intangible assets) of approximately \$334 million (pre tax reset).</p>

⁺ See chapter 19 for defined terms.

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81B	<input type="checkbox"/>	For ⁺ investment entities other than ⁺ pooled development funds, evidence of net tangible assets of at least \$15 million	Not applicable.
81C	<input type="checkbox"/>	Evidence that the entity is a ⁺ pooled development fund with net tangible assets of at least \$2 million	Not applicable. Where is the information or document to be found? (eg, prospectus cross reference)
82	<input checked="" type="checkbox"/>	Evidence that at least half of the entity's total tangible assets (after raising any funds) is not cash or in a form readily convertible to cash (if there are no-commitments)	See item 81A above. See Section 5.10.6 of the Scheme Booklet for the pro forma historical balance sheet of Echo as at 31 December 2010, if the Demerger was implemented. That balance sheet shows Echo having total tangible assets of approximately \$1,775 million, which includes cash and cash equivalents of approximately \$91 million.
83	<input type="checkbox"/>	Evidence that there are commitments to spend at least half of the entity's cash and assets in a form readily convertible to cash (if half or more of the entity's total tangible assets (after raising any funds) is cash or in a form readily convertible to cash)	Not applicable.
84	<input checked="" type="checkbox"/>	Statement that there is enough working capital to carry out the entity's stated objectives (and statement by independent expert, if required)	See item 81A above. See Section 5.10.7 of the Scheme Booklet.
85		Deleted 1/9/99.	
86		Deleted 1/7/97.	
87	<input checked="" type="checkbox"/>	⁺ Accounts for the last 3 full financial years and audit report, review or statement that not audited or not reviewed	See item 81A above. See Section 5.10.6 of the Scheme Booklet for the pro forma historical balance sheet of Echo as at 31 December 2010, and Sections 5.10.3 and 5.10.5 of the Scheme Booklet for the pro forma historical income statements before net financing costs and tax, and the pro forma historical statements of operating cash flows before net financing costs and tax but after capital expenditure, of Echo for the financial years ended 30 June 2010, 30 June 2009 and 30 June 2008, in each case if the Demerger was implemented. See Section 8 of the Scheme Booklet for the Investigating Accountant's Report of Ernst & Young Transaction Advisory Services Limited on that pro forma historical financial information.

⁺ See chapter 19 for defined terms.

87A	<input checked="" type="checkbox"/>	Half yearly ⁺ accounts (if required) and audit report, review or statement that not audited or not reviewed	<p>See item 81A above.</p> <p>See Section 5.10.6 of the Scheme Booklet for the pro forma historical balance sheet of Echo as at 31 December 2010, and Sections 5.10.3 and 5.10.5 of the Scheme Booklet for the pro forma historical income statements before net financing costs and tax, and the pro forma historical statements of operating cash flows before net financing costs and tax but after capital expenditure, of Echo for the financial years ended 30 June 2010, 30 June 2009 and 30 June 2008, in each case if the Demerger was implemented. See Section 8 of the Scheme Booklet for the Investigating Accountant's Report of Ernst & Young Transaction Advisory Services Limited on that pro forma historical financial information.</p>
87B	<input type="checkbox"/>	Audited balance sheet (if required) and audit report	Not applicable.
87C	<input checked="" type="checkbox"/>	Pro forma balance sheet and review	<p>See item 81A above.</p> <p>See Section 5.10.6 of the Scheme Booklet for the pro forma historical balance sheet of Echo as at 31 December 2010, if the Demerger was implemented. See Section 8 of the Scheme Booklet for the Investigating Accountant's Report of Ernst & Young Transaction Advisory Services Limited on that pro forma historical financial information.</p>

(Now go to 106)

88	Deleted 1/7/97.
89-92C	Deleted 1/9/99.
93	Deleted 1/7/97.
94-98C	Deleted 1/9/99.
99	Deleted 1/7/97.
100-105C	Deleted 1/9/99.

⁺ See chapter 19 for defined terms.

About the entity's business plan and level of operations

All entities

Information contained in the information memorandum

- 106 ☒ Details of the entity's existing and proposed activities, and level of operations. State the main business

Where is the information or document to be found? (eg, prospectus cross reference)

Following the Demerger, Echo will own and operate the Tabcorp Group's existing casinos business.

See Section 5 of the Scheme Booklet for a summary of Echo's proposed activities and level of operations if the Demerger is implemented.

- 107 ☒ Details of any issues of the entity's ⁺securities (in all ⁺classes) in the last 5 years. Indicate issues for consideration other than cash

Other than 2 Echo Shares issued on incorporation of Echo, no further securities have been issued as at the date of this application.

Information memorandum requirements

All entities

- 108 ☒ If the entity is a company, a statement that all the information that would be required under section 710 of the Corporations Act if the information memorandum were a prospectus offering for subscription the same number of ⁺securities for which ⁺quotation will be sought is contained in the information memorandum. If the entity is a trust, a statement that all the information that would be required under section 1013C of the Corporations Act if the information memorandum were a Product Disclosure Statement offering for subscription the same number of ⁺securities for which ⁺quotation will be sought is contained in the information memorandum

See section 3 of the Information Memorandum.

- 109 ☒ The signature of every director, and proposed director, of the entity personally or by a ⁺person authorised in writing by the director (in the case of a trust, director of the responsible entity)

See section 8 of the Information Memorandum.

- 110 ☒ The date the information memorandum is signed

The Information Memorandum is dated 19 April 2011.

- 111(a) ☒ Full particulars of the nature and extent of any interest now, or in the past 2 years, of every director or proposed director of the entity (in the case of a trust, the responsible entity), in the promotion of the entity, or in the property acquired or proposed to be acquired by it

See section 5.1 of the Information Memorandum and Section 10.6 of the Scheme Booklet.

⁺ See chapter 19 for defined terms.

111(b)	<input checked="" type="checkbox"/>	If the interest was, or is, as a member or partner in another entity, the nature and extent of the interest of that other entity	See section 5.1 of the Information Memorandum and Section 10.6 of the Scheme Booklet.
<i>Information contained in the information memorandum</i>			Where is the information or document to be found? (eg, prospectus cross reference)
111(c)	<input checked="" type="checkbox"/>	If the interest was or is as a member or partner in another entity, a statement of all amounts paid or agreed to be paid to him or her or the entity in cash, ⁺ securities or otherwise by any ⁺ person to induce him or her to become or to qualify him or her as, a director, or for services rendered by him or her or by the entity in connection with the promotion or formation of the listed entity	See section 5.1 of the Information Memorandum and Section 10.6 of the Scheme Booklet.
112(a)	<input checked="" type="checkbox"/>	Full particulars of the nature and extent of any interest of every expert in the promotion of the entity, or in the property acquired or proposed to be acquired by it	See section 5.2 of the Information Memorandum and Section 10.9 of the Scheme Booklet.
112(b)	<input checked="" type="checkbox"/>	If the interest was or is as a member or partner in another entity, the nature and extent of the interest of that other entity	See section 5.2 of the Information Memorandum and Section 10.9 of the Scheme Booklet.
112(c)	<input checked="" type="checkbox"/>	If the interest was or is as a member or partner in another entity, a statement of all amounts paid or agreed to be paid to him or her or the entity in cash, ⁺ securities or otherwise by any ⁺ person for services rendered by him or her or by the entity in connection with the promotion or formation of the listed entity	See section 5.2 of the Information Memorandum and Section 10.9 of the Scheme Booklet.
113	<input checked="" type="checkbox"/>	A statement that ASX does not take any responsibility for the contents of the information memorandum	See section 3 of the Information Memorandum.
114	<input checked="" type="checkbox"/>	A statement that the fact that ASX may admit the entity to its ⁺ official list is not to be taken in any way as an indication of the merits of the entity	See section 3 of the Information Memorandum.
115	<input checked="" type="checkbox"/>	If the information memorandum includes a statement claiming to be made by an expert or based on a statement made by an expert, a statement that the expert has given, and has not withdrawn, consent to the issue of the information memorandum with the particular statement included in its form and context	See section 6 of the Information Memorandum.

⁺ See chapter 19 for defined terms.

Appendix 1A
ASX Listing application and agreement

Where is the information or document to be found? (eg, prospectus cross reference)

- | | | | |
|-----|-------------------------------------|--|--|
| 116 | <input checked="" type="checkbox"/> | A statement that the entity has not raised any capital for the 3 months before the date of issue of the information memorandum and will not need to raise any capital for 3 months after the date of issue of the information memorandum | See section 4 of the Information Memorandum. |
| 117 | <input checked="" type="checkbox"/> | <p>A statement that a supplementary information memorandum will be issued if the entity becomes ⁺aware of any of the following between the issue of the information memorandum and the date the entity's ⁺securities are ⁺quoted or reinstated.</p> <ul style="list-style-type: none"> • A material statement in the information memorandum is misleading or deceptive. • There is a material omission from the information memorandum. • There has been a significant change affecting a matter included in the information memorandum. • A significant new circumstance has arisen and it would have been required to be included in the information memorandum | See section 7 of the Information Memorandum and Section 10.18 of the Scheme Booklet. |

Information contained in the supplementary information memorandum

- | | | | |
|-----|--------------------------|---|-----------------|
| 118 | <input type="checkbox"/> | <p>If there is a supplementary information memorandum:</p> <ul style="list-style-type: none"> • Correction of any deficiency. • Details of any material omission, change or new matter. • A prominent statement that it is a supplementary information memorandum. • The signature of every director, or proposed director, of the entity personally or by a ⁺person authorised in writing by the director (in the case of a trust, director of the responsible entity). • The date the supplementary information memorandum is signed. | Not applicable. |
|-----|--------------------------|---|-----------------|

Evidence if supplementary information memorandum is issued

- | | | | |
|-----|--------------------------|--|-----------------|
| 119 | <input type="checkbox"/> | Evidence that the supplementary information memorandum accompanied every copy of the information memorandum issued after the date of the supplementary information memorandum. | Not applicable. |
|-----|--------------------------|--|-----------------|

⁺ See chapter 19 for defined terms.

Other information

All entities

Where is the information or document to be found? (eg, prospectus cross reference)

120	<input type="checkbox"/>	Evidence that the supplementary information memorandum was sent to every ⁺ person who was sent an information memorandum	Not applicable.
121	<input checked="" type="checkbox"/>	Details of any material contracts entered into between the entity and any of its directors (if a trust, the directors of the responsible entity)	See Sections 5.12.2, 5.12.3, 5.12.4 and 5.12.6 of the Scheme Booklet.
122	<input type="checkbox"/>	A copy of every disclosure document or Product Disclosure Statement issued, and every information memorandum circulated, in the last 5 years	Not applicable.
123	<input type="checkbox"/>	Information not covered elsewhere and which, in terms of rule 3.1, is likely materially to affect the price or value of the entity's ⁺ securities	Not applicable.
123A	<input type="checkbox"/>	The documents which would have been required to be given to ASX under rules 4.1, 4.2, 4.3, 4.5, 5.1, 5.2 and 5.3 had the entity been admitted to the ⁺ official list at the date of its application for admission, unless ASX agrees otherwise. Example: ASX may agree otherwise if the entity was recently incorporated.	Not applicable.

Mining exploration entities

124	<input type="checkbox"/>	A map or maps of the mining tenements prepared by a qualified ⁺ person. The maps must indicate the geology and other pertinent features of the tenements, including their extent and location in relation to a capital city or major town, and relative to any nearby properties which have a significant bearing on the potential of the tenements. The maps must be dated and identify the qualified ⁺ person and the report to which they relate.	Not applicable.
125		Deleted 1/7/97	

⁺ See chapter 19 for defined terms.

Appendix 1A
ASX Listing application and agreement

Where is the information or document to be found? (eg, prospectus cross reference)

- | | | | |
|-----|--------------------------|--|-----------------|
| 126 | <input type="checkbox"/> | A schedule of ⁺ mining tenements prepared by a qualified person. The schedule must state in relation to each ⁺ mining tenement: the geographical area where the ⁺ mining tenement is situated; the nature of the title to the ⁺ mining tenement; whether the title has been formally confirmed or approved and, if not, whether an application for confirmation or approval is pending and whether the application is subject to challenge; and the ⁺ person in whose name the title to the ⁺ mining tenement is currently held. | Not applicable. |
| 127 | <input type="checkbox"/> | If the entity has ⁺ acquired an interest or entered into an agreement to ⁺ acquire an interest in a ⁺ mining tenement from any ⁺ person, a statement detailing the date of the ⁺ acquisition of the interest from the vendor and the purchase price paid and all other consideration (whether legally enforceable or not) passing (directly or indirectly) to the vendor. | Not applicable. |
| 128 | <input type="checkbox"/> | A financial statement by the directors (if a trust, the directors of the responsible entity) setting out a program of expenditure together with a timetable for completion of an exploration program in respect of each ⁺ mining tenement or, where appropriate, each group of tenements | Not applicable. |
| 129 | <input type="checkbox"/> | A declaration of conformity or otherwise with the Australasian Code for Reporting of Identified Mineral Resources and Ore Reserves for any reports on mineral resources and ⁺ ore reserves | Not applicable. |

⁺ See chapter 19 for defined terms.

Part 3 - Agreement

All entities

You must complete this agreement. If you require a seal to be bound, the agreement must be under seal.

We agree:

- 1 Our admission to the +official list is in ASX's absolute discretion. ASX may admit us on any conditions it decides. +Quotation of our +securities is in ASX's absolute discretion. ASX may quote our +securities on any conditions it decides. Our removal from the +official list or the suspension or ending of +quotation of our +securities is in ASX's absolute discretion. ASX is entitled immediately to suspend +quotation of our +securities or remove us from the +official list if we break this agreement, but the absolute discretion of ASX is not limited.
- 2 We warrant the following to ASX.
 - The issue of the +securities to be quoted complies with the law, and is not for an illegal purpose.
 - There is no reason why the +securities should not be granted +quotation.
 - An offer of the +securities for sale within 12 months after their issue will not require disclosure under section 707(3) or section 1012C(6) of the Corporations Act.

Note: An entity may need to obtain appropriate warranties from subscribers for the securities in order to be able to give this warranty
 - Section 724 or section 1016E of the Corporations Act does not apply to any applications received by us in relation to any +securities to be quoted and that no-one has any right to return any +securities to be quoted under sections 601MB(1), 737, 738, 992A, 992AA or 1016F of the Corporations Act at the time that we request that the +securities be quoted.
 - If we are a trust, we warrant that no person has the right to return the +securities to be quoted under section 1019B of the Corporations Act at the time that we request that the +securities be quoted.
- 3 We will indemnify ASX to the fullest extent permitted by law in respect of any claim, action or expense arising from, or connected with, any breach of the warranties in this agreement.
- 4 We give ASX the information and documents required by this form. If any information or document is not available now, we will give it to ASX before +quotation of the +securities begins. We acknowledge that ASX is relying on the information and documents. We warrant that they are (will be) true and complete.

⁺ See chapter 19 for defined terms.

Appendix 1A

ASX Listing application and agreement

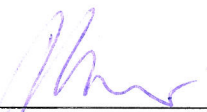
- 5 We will comply with the listing rules that are in force from time to time, even if ⁺quotation of our ⁺securities is deferred, suspended or subject to a ⁺trading halt.
- 6 The listing rules are to be interpreted:
- in accordance with their spirit, intention and purpose;
 - by looking beyond form to substance; and
 - in a way that best promotes the principles on which the listing rules are based.
- 7 ASX has discretion to take no action in response to a breach of a listing rule. ASX may also waive a listing rule (except one that specifies that ASX will not waive it) either on our application or of its own accord on any conditions. ASX may at any time vary or revoke a decision on our application or of its own accord.
- 8 A document given to ASX by an entity, or on its behalf, becomes and remains the property of ASX to deal with as it wishes, including copying, storing in a retrieval system, transmitting to the public, and publishing any part of the document and permitting others to do so. The documents include a document given to ASX in support of the listing application or in compliance with the listing rules.
- 9 In any proceedings, a copy or extract of any document or information given to ASX is of equal validity in evidence as the original.
- 10 Except in the case of an entity established in a jurisdiction whose laws have the effect that the entity's ⁺securities cannot be approved under the operating rules of the ⁺approved CS facility:
- We will satisfy the ⁺technical and performance requirements of the ⁺approved CS facility and meet any other requirements the ⁺approved CS facility imposes in connection with approval of our ⁺securities.
 - When ⁺securities are issued we will enter them in the ⁺approved CS facility's subregister holding of the applicant before they are quoted, if the applicant instructs us on the application form to do so.
 - The ⁺approved CS facility is irrevocably authorised to establish and administer a subregister in respect of the ⁺securities for which ⁺quotation is sought.

⁺ See chapter 19 for defined terms.

- 11 Except in the case of an entity established in a jurisdiction whose laws have the effect that the entity's +securities cannot be approved under the operating rules of the +approved CS facility, we confirm that either:
- ☐ we have given a copy of this application to the +approved CS facility in accordance with the operating rules of the +approved CS facility ; or
- ☒ we ask ASX to forward a copy of this application to the +approved CS facility.
- 12 In the case of an entity established in a jurisdiction whose laws have the effect that the entity's +securities cannot be approved under the operating rules of the +approved CS facility:
- The +approved CS facility is irrevocably authorised to establish and administer a subregister in respect of +CDIs.
 - We will make sure that +CDIs are issued over +securities if the holder of quoted +securities asks for +CDIs.
- 13 In the case of an entity established in a jurisdiction whose laws have the effect that the entity's +securities cannot be approved under the operating rules of the +approved CS facility:
- ☐ we have given a copy of this application to the approved CS facility in accordance with the operating rules of the +approved CS facility; or
- ☐ we ask ASX to forward a copy of this application to the +approved CS facility.

Dated: 19 April 2011


Executed in accordance with
section 127 of the *Corporations Act*
2001 by **Echo Entertainment Group**
Limited:



Director Signature

B. F. PATON

Print Name



~~Director~~/Secretary Signature

K. WILLCOCK

Print Name

== == == == ==

+ See chapter 19 for defined terms.

List of Annexures

Annexure 1 – Information Memorandum

Annexure 2 – Certificate of the Registration of a Company and Certificate of
Registration on Change of Name

Annexure 3 – Constitution

Annexure 4 – Checklist regarding Constitution

Annexure 5 – Agreement regarding electronic document authentication

Annexure 6 – Specimen holding statement

Annexure 7 – List of child entities

⁺ See chapter 19 for defined terms.