

Appendix 3B

New issue announcement, application for quotation of additional securities and agreement

Information or documents not available now must be given to ASX as soon as available. Information and documents given to ASX become ASX's property and may be made public.

Introduced 01/07/96 Origin: Appendix 5 Amended 01/07/98, 01/09/99, 01/07/00, 30/09/01, 11/03/02, 01/01/03, 24/10/05, 01/08/12, 04/03/13

Name of entity

PointsBet Holdings Limited (**PBH**)

ABN

68 621 179 351

We (the entity) give ASX the following information.

Part 1 - All issues

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

1 +Class of +securities issued or to be issued

Fully paid ordinary shares (**Shares**).

2 Number of +securities issued or to be issued (if known) or maximum number which may be issued

Approximately 19,393,770 Shares to be issued under a fully underwritten, accelerated pro rata renounceable entitlement offer with retail rights trading announced to ASX on 28 October 2019 (**Entitlement Offer**), together with approximately 16,666,667 additional Shares to be issued under a share placement to institutional investors (**Placement**).

The Entitlement Offer consists of an institutional component (**Institutional Entitlement Offer**) and a retail component (**Retail Entitlement Offer**). The Placement is being conducted in conjunction with the Institutional Entitlement Offer.

The final number of Shares to be issued under the Entitlement Offer and the split of those Shares between the Institutional Entitlement Offer and the Retail Entitlement Offer is still to be finalised and is subject to the reconciliation of shareholder entitlements and rounding.

3	Principal terms of the +securities (e.g. if options, exercise price and expiry date; if partly paid +securities, the amount outstanding and due dates for payment; if +convertible securities, the conversion price and dates for conversion)	Fully paid ordinary shares.
4	Do the +securities rank equally in all respects from the +issue date with an existing +class of quoted +securities? If the additional +securities do not rank equally, please state: <ul style="list-style-type: none"> • the date from which they do • the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment • the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment 	The Shares issued under the Entitlement Offer and Placement will rank equally in all respects with the existing fully paid ordinary shares in the Company from their date of issue.
5	Issue price or consideration	\$3.20 per Share for the Entitlement Offer. \$3.60 per Share for the Placement.
6	Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)	The proceeds raised will be used to expand into new markets, in particular the emerging sports wagering market in the United States.
6a	Is the entity an +eligible entity that has obtained security holder approval under rule 7.1A? If Yes, complete sections 6b – 6h <i>in relation to the +securities the subject of this Appendix 3B</i> , and comply with section 6i	No.
6b	The date the security holder resolution under rule 7.1A was passed	N/A

+ See chapter 19 for defined terms.

6c	Number of +securities issued without security holder approval under rule 7.1	N/A
6d	Number of +securities issued with security holder approval under rule 7.1A	N/A
6e	Number of +securities issued with security holder approval under rule 7.3, or another specific security holder approval (specify date of meeting)	N/A
6f	Number of +securities issued under an exception in rule 7.2	N/A
6g	If +securities issued under rule 7.1A, was issue price at least 75% of 15 day VWAP as calculated under rule 7.1A.3? Include the +issue date and both values. Include the source of the VWAP calculation.	N/A
6h	If +securities were issued under rule 7.1A for non-cash consideration, state date on which valuation of consideration was released to ASX Market Announcements	N/A
6i	Calculate the entity's remaining issue capacity under rule 7.1 and rule 7.1A – complete Annexure 1 and release to ASX Market Announcements	N/A
7	<p>+Issue dates</p> <p>Note: The issue date may be prescribed by ASX (refer to the definition of issue date in rule 19.12). For example, the issue date for a pro rata entitlement issue must comply with the applicable timetable in Appendix 7A.</p> <p>Cross reference: item 33 of Appendix 3B.</p>	<p>Institutional Entitlement Offer and Placement: Monday, 11 November 2019.</p> <p>Retail Entitlement Offer: Thursday, 28 November 2019.</p>

Number	+Class
--------	--------

8	Number and ⁺ class of all ⁺ securities quoted on ASX (including the ⁺ securities in section 2 if applicable)	127,567,167, which includes the Shares to be issued under the Entitlement Offer and Placement.	Fully paid ordinary shares.
---	---	--	-----------------------------

9	Number and ⁺ class of all ⁺ securities not quoted on ASX (including the ⁺ securities in section 2 if applicable)	Number	⁺ Class
		22,216,235	Fully paid ordinary shares (mandatory escrow until 12 June 2021)
		2,639,654	Fully paid ordinary shares (mandatory escrow until 31 October 2019)
		123,243	Options exercisable at \$0.25 on or before 20/2/2020
		201,214	Options exercisable at \$0.25 on or before 16/3/2020
		48,794	Options exercisable at \$0.51 on or before 05/7/2020
		49,046	Options exercisable at \$0.51 on or before 07/8/2020
		112,554	Options exercisable at \$0.89 on or before 28/9/2020
		13,959	Options exercisable at \$0.89 on or before 02/10/2020
		371,616	Options exercisable at \$0.89 on or before 01/11/2020
		28,170	Options exercisable at \$0.89 on or before 15/01/2021
		28,170	Options exercisable at \$0.89 on or before 19/02/2021
		50,807	Options exercisable at \$0.89 on or before 02/05/2021
		23,517	Options exercisable at \$1.07 on or before 29/05/2021
		585,909	Options exercisable at \$1.07 on or before 29/06/2021
		122,111	Options exercisable at \$1.07 on or before 06/08/2021
		4,653	Options exercisable at \$1.07 on or before 17/09/2021
		2,326,531	Options exercisable at \$1.61 on or before 30/01/2023
		2,208,445	Options exercisable at \$1.61 on or before 30/01/2024
		2,192,723	Options exercisable at \$1.61 on or before 30/01/2025
		588,706	Options exercisable at \$2.45 on or before 30/01/2024
		567,813	Options exercisable at \$2.45 on or before 30/01/2025

+ See chapter 19 for defined terms.

10,372,549	Options exercisable at \$4.75 on or before 12/09/2021
312,500	Options exercisable at \$3.05 on or before 30/01/2023
310,750	Options exercisable at \$3.05 on or before 31/03/2023
423,125	Options exercisable at \$3.05 on or before 30/01/2024
386,577	Options exercisable at \$3.05 on or before 30/01/2025

- 10 Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests) The dividend policy for the Shares will be the same as for existing fully paid ordinary shares on issue.

Part 2 - Pro rata issue

- 11 Is security holder approval required? No.
- 12 Is the issue renounceable or non-renounceable? Renounceable
- 13 Ratio in which the +securities will be offered 1 new Share for every 6 existing Shares held on the record date for the Entitlement Offer.
- 14 +Class of +securities to which the offer relates Fully paid ordinary shares.
- 15 +Record date to determine entitlements 7.00pm (AEDT) on Friday, 1 November 2019.
- 16 Will holdings on different registers (or subregisters) be aggregated for calculating entitlements? No.
- 17 Policy for deciding entitlements in relation to fractions Fractional entitlements will be rounded up to the nearest whole number of Shares.

18	Names of countries in which the entity has security holders who will not be sent new offer documents	Under the Institutional Entitlement Offer, all countries except Australia, New Zealand, Hong Kong, Singapore, the United Kingdom and the United States.
	Note: Security holders must be told how their entitlements are to be dealt with.	Under the Retail Entitlement Offer, all countries except Australia and New Zealand.
	Cross reference: rule 7.7.	Notwithstanding the above, the Company may decide to make offers to security holders in certain jurisdictions if the Company determines that offers can be made to such holders without the requirement to issue a prospectus or other disclosure document in those jurisdictions.
19	Closing date for receipt of acceptances or renunciations	Institutional Entitlement Offer: Thursday, 31 October 2019.
		Retail Entitlement Offer: Tuesday, 19 November 2019.
20	Names of any underwriters	Bell Potter Securities Limited ACN 006 390 772 (Underwriter).
21	Amount of any underwriting fee or commission	The Underwriter will be paid a fee of: <ul style="list-style-type: none"> • 2.0% of the gross proceeds raised under the Placement; and • 3.5% of the gross proceeds raised under the Entitlement Offer.
22	Names of any brokers to the issue	N/A
23	Fee or commission payable to the broker to the issue	N/A
24	Amount of any handling fee payable to brokers who lodge acceptances or renunciations on behalf of security holders	N/A
25	If the issue is contingent on security holders' approval, the date of the meeting	N/A

+ See chapter 19 for defined terms.

26	Date entitlement and acceptance form and offer documents will be sent to persons entitled	<p>No prospectus or disclosure statement will be issued.</p> <p>An investor presentation was lodged with ASX on Monday, 28 October 2019.</p> <p>A Retail Entitlement Offer Booklet will be lodged with ASX and sent to eligible retail shareholders (together with an Entitlement and Acceptance Form) on or about Wednesday, 6 November 2019.</p>
27	If the entity has issued options, and the terms entitle option holders to participate on exercise, the date on which notices will be sent to option holders	N/A
28	Date rights trading will begin (if applicable)	Friday, 1 November 2019 (on a deferred settlement basis).
29	Date rights trading will end (if applicable)	Tuesday, 12 November 2019.
30	How do security holders sell their entitlements <i>in full</i> through a broker?	<p>Eligible retail shareholders who wish to sell their entitlements in full on ASX must instruct their broker and provide details as requested from their Entitlement and Acceptance Form and as further described in the Retail Offer Booklet.</p> <p>All ASX sales of entitlements must be made by the close of the retail entitlement trading period (Tuesday, 12 November 2019).</p>
31	How do security holders sell <i>part</i> of their entitlements through a broker and accept for the balance?	<p>Eligible retail shareholders who wish to sell part of their entitlements through a broker and accept the balance must, in respect of:</p> <ul style="list-style-type: none"> the part of their entitlements to be sold on ASX, instruct their broker and provide details as requested from their Entitlement and Acceptance Form and as further described in the Retail Offer Booklet; and in respect of the part of their entitlements to be accepted, complete and return their Entitlement and Acceptance Form with the requisite Application Monies or pay the requisite Application Monies by BPAY by following the instructions set out in their Entitlement and Acceptance Form. <p>All sales on ASX of eligible retail shareholder entitlements must be effected by close of the retail entitlement trading period (Tuesday, 12 November 2019).</p>
32	How do security holders dispose	Eligible retail shareholders who wish to transfer

of their entitlements (except by sale through a broker)?

all or part of their entitlements other than on ASX must send a completed Renunciation and Transfer Form (obtained from the Company, its share registry or their broker), together with their Entitlement and Acceptance Form and the transferee's requisite Application Monies to the Company's share registry in relation to those entitlements that they wish to transfer.

The transferee's address must be in Australia or New Zealand (unless the Company agrees otherwise) and the transferee must not be in the United States or acting for the account or benefit of a person in the United States.

Further details can be obtained by calling the PointsBet Offer Information Line or by calling your broker.

33 +Issue date

Institutional Entitlement Offer and Placement: Monday, 11 November 2019.

Retail Entitlement Offer: Thursday, 28 November 2019.

Part 3 - Quotation of securities

You need only complete this section if you are applying for quotation of securities

34 Type of +securities
(tick one)

(a) +Securities described in Part 1

(b) All other +securities

Example: restricted securities at the end of the escrowed period, partly paid securities that become fully paid, employee incentive share securities when restriction ends, securities issued on expiry or conversion of convertible securities

Entities that have ticked box 34(a)

Additional securities forming a new class of securities

Tick to indicate you are providing the information or documents

35 If the +securities are +equity securities, the names of the 20 largest holders of the additional +securities, and the number and percentage of additional +securities held by those holders

+ See chapter 19 for defined terms.

- 36 If the +securities are +equity securities, a distribution schedule of the additional +securities 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
- 37 A copy of any trust deed for the additional +securities

Entities that have ticked box 34(b)

38 Number of +securities for which +quotation is sought

N/A

39 +Class of +securities for which quotation is sought

N/A

40 Do the +securities rank equally in all respects from the +issue date with an existing +class of quoted +securities?

If the additional +securities do not rank equally, please state:

- the date from which they do
- the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment
- the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment

N/A

41 Reason for request for quotation now

Example: In the case of restricted securities, end of restriction period

(if issued upon conversion of another +security, clearly identify that other +security)

N/A

	Number	+Class
42 Number and +class of all +securities quoted on ASX (including the +securities in clause 38)	N/A	N/A

+ See chapter 19 for defined terms.

Quotation agreement

- 1 +Quotation of our additional +securities is in ASX's absolute discretion. ASX may quote the +securities on any conditions it decides.
- 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 those +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 737, 738 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.



Sign here:
(Company secretary)

Date: 28 October 2019

Print name: Andrew Hensher

== == == == ==