



POINTS BET

PointsBet Holdings Limited
(ACN 621 179 351)

PROSPECTUS

An accelerated renounceable pro rata entitlement offer of **1 New Share** for every **6.5 Shares** held by Eligible Shareholders and **1 New Option** for every **2 New Shares** issued, at an offer price of A\$6.50 per New Share, to raise approximately A\$153.2 million before the exercise of any New Options (**Entitlement Offer**).

The last date for acceptance and payment will be 5.00pm (Melbourne time) on Tuesday, 22 September 2020 (unless the Entitlement Offer is extended).

The Joint Lead Managers of the Entitlement Offer are Bell Potter Securities Limited and MST Financial Services Pty Ltd.

The Entitlement Offer is fully underwritten by Bell Potter Securities Limited.

IMPORTANT INFORMATION

This Prospectus is important and should be read in its entirety. If after reading this Prospectus you have any questions about the securities being offered under this Prospectus or any other matter, then you should consult your stockbroker, accountant or other professional adviser.

Subject to certain exceptions, this Prospectus should not be distributed, forwarded to or transmitted in or into the United States. The New Securities and Entitlements (as defined below) have not been and will not be registered under the United States Securities Act of 1933, as amended (**US Securities Act**) or under any securities laws of any State or other jurisdiction of the United States and may not be offered, sold, taken up, exercised, resold, renounced, transferred or delivered, directly or indirectly, within the United States except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the US Securities Act and in compliance with any applicable securities laws of any State or other jurisdiction of the United States. There will be no public offer of the New Securities or Entitlements in the United States.

NOT FOR RELEASE OR DISTRIBUTION IN THE UNITED STATES EXCEPT BY THE COMPANY TO ELIGIBLE INSTITUTIONAL SHAREHOLDERS

IMPORTANT NOTICE

PROSPECTUS

This Prospectus relates to an offer of new fully paid ordinary shares (**New Shares**) and attaching options (**New Options**) in PointsBet Holdings Limited ACN 621 179 351 (ASX:PBH) (**PointsBet** or the **Company**).

This Prospectus is dated 7 September 2020 (**Prospectus Date**) and was lodged with the Australian Securities and Investments Commission (**ASIC**) on that date. The expiry date of the Prospectus is 5.00pm (Melbourne time) on the date that is 13 months after the date of this Prospectus (**Expiry Date**). No securities will be issued on the basis of this Prospectus after the Expiry Date.

This Prospectus is a 'transaction-specific' prospectus to which the special content rules under section 713 of the *Corporations Act 2001* (**Corporations Act**) apply. This allows the issue of a concise prospectus in relation to an offer of securities, or options to acquire securities, in a class which has been continuously quoted by the Australian Securities Exchange (**ASX**) in the three months prior to the date of the prospectus. In preparing this Prospectus, regard has been had to the fact that the Company is a disclosing entity for the purposes of the Corporations Act and that certain matters may reasonably be expected to be known to investors and their professional advisers. This Prospectus does not include all of the information that would be included for an initial public offering of securities.

ASX maintains a database of publicly available information issued by the Company as a disclosing entity. None of ASIC, ASX or their respective officers take any responsibility for the contents of this Prospectus or the merits of the securities to which this Prospectus relates.

ENTITLEMENT OFFER

The offer contained in this Prospectus is an invitation to Eligible Shareholders to acquire 1 New Share for every 6.5 ordinary PointsBet shares (**Shares**) held at 7.00pm (Melbourne time) on the Record Date, plus 1 New Option for every 2 New Shares issued to Eligible Shareholders under this Prospectus, at an offer price of \$6.50 per New Share (**Offer Price**), to raise approximately \$153.2 million (before costs) (**Entitlement Offer**). Each New Option issued pursuant to this Prospectus will have an exercise price of \$13.00 and an expiry date 2 years after the date of its issue. There is no additional cash consideration payable for the New Options.

An application for quotation of the New Shares and the New Options (collectively, **New Securities**) will be made to ASX within 7 days after the date of this Prospectus.

The Entitlement Offer is being conducted concurrently with the Placement. The Joint Lead Managers of the Entitlement Offer and the Placement are Bell Potter Securities Limited ACN 006 390 772 (**Bell Potter** or the **Underwriter**) and MST Financial Services Pty Ltd ACN 617 475 180 (**MST Financial Services** or the **Junior Lead Manager**).

The Entitlement Offer (but not the Placement) is fully underwritten by the Underwriter. The Underwriter is providing settlement underwriting for the Placement (see Section 10.8 of the Prospectus for further details).

EXPOSURE PERIOD

No exposure period applies to this Prospectus by operation of ASIC Corporations (Exposure Period) Instrument 2016/74.

INSTRUMENT 2016/80

This Prospectus has been prepared, in part, to ensure that the relief provided under ASIC Corporations (Sale Offers That Do Not Need Disclosure) Instrument 2016/80 (**Instrument 2016/80**) is available in respect of the New Options. Instrument 2016/80 provides relief from the on-sale provisions of section 707 of the Corporations Act and will relieve the need for any further disclosure to be made prior to the on-sale of New Shares issued following the exercise of New Options, within 12 months of their date of issue. Eligible Shareholders will be able to immediately trade any New Shares issued to them on exercise of their New Options.

OBTAINING A PROSPECTUS AND AN ENTITLEMENT AND ACCEPTANCE FORM

Eligible Retail Shareholders will be able to access a copy of this Prospectus and a personalised Entitlement and Acceptance Form on the Offer Website at www.pbhoffer.com.au. Paper copies of this Prospectus and Entitlement and Acceptance Forms can be obtained free of charge during the Entitlement Offer Period (as set out in Section 3.16 of this Prospectus) by calling the PointsBet Offer Information Line during the Entitlement Offer Period.

The Joint Lead Managers will separately provide to Eligible Institutional Shareholders details of how to apply under the Institutional Entitlement Offer prior to the commencement of the Institutional Entitlement Offer.

Eligible Shareholders may only apply for New Securities in Australian dollars. Subject to the terms of this Prospectus, the New Securities will be quoted on the ASX in Australian dollars.

ELECTRONIC PROSPECTUS

This Prospectus is available electronically at www.pbhoffer.com.au. An Entitlement and Acceptance Form cannot be downloaded without also downloading this Prospectus. Electronic versions of this Prospectus should be downloaded and read in their entirety.

Applications for New Securities may only be made by Eligible Retail Shareholders by following the instructions on the Offer Website at www.pbhoffer.com.au.

INVESTOR WARNING

The information contained in this Prospectus is not financial product advice and does not take into account the investment objectives, financial position and particular needs of individual investors. Moreover, the contents of this Prospectus are not to be construed as legal, business or tax advice. It is important that you read this Prospectus carefully and in full before deciding to apply for New Securities. In particular, you should consider the risk factors that could affect the financial performance of the Company in light of your personal circumstances and seek professional advice from your accountant, tax adviser, stockbroker, lawyer or other professional adviser before deciding to invest.

TRADING ENTITLEMENTS AND NEW SECURITIES

The Company, the Joint Lead Managers and each of their respective related bodies corporate and affiliates, and each of their respective directors, officers, partners, employees, representatives, agents, consultants and advisers will have no responsibility and disclaim all liability (to the maximum extent permitted by law) to persons who trade:

- Entitlements before they receive their Entitlement and Acceptance Form (whether on the basis of confirmation of the allocation provided by the Company or the Share Registry, as a result of a failure to maintain their updated details on the Share Registry or otherwise), or who otherwise trade or purport to trade Entitlements in error or which they do not hold or are not entitled to; or
- New Securities they believe will be issued to them before they receive their holding statements (whether on the basis of confirmation of the allocation provided by the Company or the Share Registry, as a result of a failure to maintain their updated details on the Share Registry or otherwise), or who otherwise trade or purport to trade New Securities in error or which they do not hold or are not entitled to.

If you are in any doubt as to these matters you should first consult with your stockbroker, solicitor, accountant, financial adviser or other professional adviser.

Refer to Section 3.10 for further details on Entitlements trading.

NO REPRESENTATION OTHER THAN IN THIS PROSPECTUS

No person is authorised to give information or to make any representation in connection with this Prospectus, which is not contained in the Prospectus. Any information or representation not so contained may not be relied on as having been authorised by the Company, the Joint Lead Managers or any of their respective related bodies corporate and affiliates, or any of their respective directors, officers, partners, employees, representatives, agents, consultants and advisers in connection with this Prospectus.

Except as required by law, and only to the extent so required, none of PointsBet, the Joint Lead Managers nor any of their respective related bodies corporate and affiliates, nor any of their respective directors, officers, partners, employees, representatives, agents, consultants and advisers nor any other person warrants or guarantees the future performance of the Company or any return on any investment made pursuant to this Prospectus, or on the exercise of the New Options issued under this Prospectus.

RISK FACTORS

Potential investors should be aware that subscribing for the New Securities and exercising any New Options involves a number of risks. The key risk factors which investors should be aware are set out in Section 7 of this Prospectus. These risks, together with other general risks applicable to all investments in listed and unlisted securities which are not specifically referred to, may affect the value of the New Securities in the future.

NOTICES TO INTERNATIONAL INVESTORS

This Prospectus does not constitute an offer to sell, or a solicitation of any offer to buy, any securities in the United States or in any jurisdiction in which, or to any person to whom, it would not be lawful to make such an offer or solicitation. No action has been taken to register or qualify the New Securities or the Entitlements, or to otherwise permit a public offering of New Securities or Entitlements, or the possession or distribution of this Prospectus or any other offering or publicity material in any jurisdiction where action for that purpose is required, other than Australia and New Zealand. The distribution of this Prospectus in jurisdictions outside Australia and New Zealand may be restricted by law. For further information, see Annexure C.

Any reproduction or distribution of this Prospectus, in whole or in part, and any disclosure of its contents or use of any information contained in this Prospectus for any purpose other than considering an investment in the New Shares, New Options and Entitlements is prohibited. Persons into whose possession this Prospectus comes should inform themselves about and observe any such restrictions. Any failure to comply with these restrictions may constitute a violation of the securities laws of any such jurisdiction. In particular, such documents should not be distributed, forwarded to or transmitted in or into the United States. Any person into whose possession this Prospectus comes should seek proper advice and will be deemed to have agreed to the foregoing restrictions and other restrictions included herein.

The Entitlements and the New Securities have not been, and will not be, registered under the US Securities Act and such securities may not be offered or sold in the United States except in transactions exempt from, or not subject to, registration under the US Securities Act and applicable US State securities laws. As a result, only persons in the United States who are Eligible Institutional Shareholders may participate in the Entitlement Offer and only persons in the United States who are Institutional Investors may purchase Entitlements that trade on the ASX.

The New Shares, New Options and Entitlements have not been approved or disapproved by the United States Securities and Exchange Commission, any State securities commission in the United States or any United States regulatory authority, nor have any of the foregoing authorities passed upon or endorsed the merits of

the offer of any such securities or the accuracy or adequacy of this Prospectus. Any representation to the contrary is a criminal offence.

The Company is incorporated in Australia. Some of its Directors and senior management reside outside the United States. A substantial portion of the assets of these persons, and of the Company, are located outside the jurisdiction of potential investors, including, to the extent applicable, the United States. As a result, it may not be possible for investors to effect service of process within the jurisdiction of such investors (including, if applicable, the United States) upon such persons or to enforce against them judgments obtained in such jurisdiction's courts (including, if applicable, the United States courts) predicated upon the civil liability provisions of the federal or state securities laws of such jurisdiction (including, if applicable, the United States). There is doubt as to the enforceability in Australia in original actions or in actions for enforcement of judgments rendered by non-Australian courts (including United States courts) of civil liabilities predicated upon the civil liability provisions of the federal or state securities laws of certain non-Australian jurisdictions (such as the United States).

The Company believes that it should not be a "passive foreign investment company" (PFIC) (as defined in Section 1297 of the United States Internal Revenue Code of 1986) for United States federal income tax purposes for its current taxable year. However, the determination of whether or not the Company is a PFIC is a factual determination that must be determined annually at the close of each taxable year. Therefore, there can be no certainty as to the Company's actual PFIC status in any particular year until the close of the taxable year in question. In addition, if the Company were classified as a PFIC for any year during which a US investor holds shares in the Company, the Company generally would continue to be treated as a PFIC with respect to such US investor for all succeeding years during which such US investor held the shares.

NEW ZEALAND

The Entitlements and the New Securities are not being offered to retail investors within New Zealand other than to existing Shareholders of the Company with registered addresses in New Zealand to whom the offer of these securities is being made in reliance on the Financial Markets Conduct (Incidental Offers) Exemption Notice 2016. The offer of Entitlements to those New Zealand Shareholders is renounceable in favour of other retail investors in New Zealand.

This Prospectus has been prepared in compliance with Australian law and has not been registered, filed with or approved by any New Zealand regulatory authority. This Prospectus is not a product disclosure statement under New Zealand law and is not required to, and may not, contain all the information that a product disclosure statement under New Zealand law is required to contain.

FINANCIAL INFORMATION AND INDEPENDENT LIMITED ASSURANCE REPORT ON FINANCIAL INFORMATION

Section 5 sets out the Financial Information referred to in this Prospectus and the basis of preparation of the Financial Information.

An Independent Limited Assurance Report on the Financial Information is set out in Section 6.

All financial amounts contained in this Prospectus are expressed in Australian currency, unless otherwise stated.

Any discrepancies between totals and sums of components in tables contained in this Prospectus are due to rounding.

Prospective international investors should note that the Company has prepared its financial information in accordance with Australian Accounting Standards and has also complied with International Financial Reporting Standards and interpretations issued by the International Accounting Standards Board. Prospective international investors should note that there are differences between Australian Accounting Standards and generally accepted accounting principles they may be more familiar with, including generally accepted accounting principles of the United States (**US GAAP**). Such differences involve methods for measuring the amounts shown in the financial statements as well as additional disclosures required by US GAAP. Prospective international investors should consult their own professional advisors for an understanding of differences between Australian Accounting Standards and US GAAP and how any such differences might affect the financial information included in this Prospectus.

The pro forma financial information included in this Prospectus does not purport to be in compliance with Article 11 of Regulation S-X of the rules and regulations of the United States Securities and Exchange Commission. Moreover, the financial data included herein does not purport to be in compliance with Article 3-05 of Regulation S-X of the rules and regulations of the United States Securities and Exchange Commission.

NO COOLING OFF RIGHTS

Cooling off rights do not apply to an investment in New Shares or New Options. You cannot withdraw your Application once it has been accepted.

FORWARD LOOKING STATEMENTS

This Prospectus contains forward looking statements which are identified by words such as "may", "could", "believes", "estimates", "expects", "intends" and other similar words that involve risks and uncertainties. Any forward looking statements are subject to various risk factors that could cause the Company's actual results to differ materially from the results expressed or anticipated in these statements. Forward looking statements should be read in conjunction with the risk factors set out in Section 7, and other information in this Prospectus.

You are cautioned not to place undue reliance on forward looking statements. Any such

IMPORTANT NOTICE

statements, opinions and estimates in this Prospectus speak only as of the date hereof and are based on assumptions and contingencies subject to change without notice, as are statements about market and industry trends, projections, guidance and estimates. Forward looking statements are provided as a general guide only. They are not indications, guarantees or predictions of future performance and involve known and unknown risks and uncertainties, many of which are beyond the control of the Company. A number of important factors could cause actual results or performance to vary materially from the forward looking statements in this Prospectus.

None of the Company, the Joint Lead Managers or any of their respective related bodies corporate and affiliates, or any of their respective directors, officers, partners, employees, representatives, agents, consultants and advisers give any warranty, representation, assurance or guarantee that the occurrence of the events expressed or implied in any of the forward looking statements in this Prospectus will actually occur.

No Joint Lead Manager has authorised, approved or verified any forward looking statements.

MARKET AND INDUSTRY DATA

This Prospectus uses market data, industry estimates and projections. The Company has based some of this information on market research prepared by third parties. The information contained in the projections and reports of third parties includes assumptions, estimates and generalisations that the Company believes to be reliable, but the Company cannot guarantee the completeness or accuracy of such information. Estimates involve risks and uncertainties and are subject to change based on various factors, including those described in the risk factors set out in Section 7. This information should not be used as a basis for investment and should not be considered as an opinion as to the value of the New Securities.

DEFINED WORDS AND EXPRESSIONS

Some words and expressions used in this Prospectus have defined meanings. These words and expressions are capitalised and are defined throughout the Prospectus or in the Glossary in Section 11.

A reference to dollars, cents, or \$ in this Prospectus is a reference to Australian currency (unless otherwise stated). A reference to time in this Prospectus is a reference to Melbourne, Australia time.

References to "you" are references to Eligible Shareholders.

PHOTOGRAPHS AND DIAGRAMS

Any photographs used in this Prospectus without descriptions are only for illustration. Any diagrams used in this Prospectus may not be drawn to scale. Any assets depicted in photographs in this Prospectus are not assets of the Company unless otherwise stated.

DISCLAIMER

Determination of eligibility of investors for the purposes of the institutional or retail components of the Entitlement Offer is determined by reference to a number of matters, including legal and regulatory requirements, logistical and registry constraints and the discretion of the Company and the Joint Lead Managers. To the maximum extent permitted by law, each of PointsBet, the Joint Lead Managers and each of their respective related bodies corporate and affiliates, and each of their respective directors, officers, partners, employees, representatives, agents, consultants and advisers disclaims any duty or liability (including for negligence) in respect of that determination and the exercise or otherwise of that discretion. To the maximum extent permitted by law, the Joint Lead Managers and each of their respective related bodies corporate and affiliates, and each of their respective directors, officers, partners, employees, representatives, agents, consultants and advisers disclaims all liability for any expenses, losses, damages or costs incurred by you as a result of your participation in the Retail Entitlement Offer and the information in this Prospectus being inaccurate or due to information being omitted from this Prospectus, whether by way of negligence or otherwise, and makes no representation or warranty, express or implied, as to the currency, accuracy, reliability or completeness of the information, opinions and conclusions contained in this Prospectus. No representation or warranty, express or implied, is made as to the accuracy or completeness of the information set forth in this Prospectus.

The Joint Lead Managers and each of their respective related bodies corporate and affiliates, and each of their respective directors, officers, partners, employees, representatives, agents, consultants and advisers expressly disclaims all liability in respect of, and takes no responsibility for any part of this Prospectus or liability (including, without limitation, any liability arising from fault or negligence on the part of any person) for any direct, indirect, consequential or contingent loss or damage whatsoever arising from the use of any part of this Prospectus or otherwise arising in connection with either of them.

The Joint Lead Managers and each of their respective related bodies corporate and affiliates, and each of their respective directors, officers, partners, employees, representatives, agents, consultants and advisers make no recommendation as to whether you or your related parties should participate in the Entitlement Offer nor do they make any representations or warranties, express or implied, to you concerning the Entitlement Offer or any such information, and by completing an Application via the Offer Website or otherwise paying for your New Shares through BPAY or EFT in accordance with the instructions on the Entitlement and Acceptance Form, you represent, warrant and agree that you have not relied on any statements made by the

Joint Lead Managers or any of their respective related bodies corporate and affiliates, or any of their respective directors, officers, partners, employees, representatives, agents, consultants and advisers in relation to the New Securities or the Entitlement Offer generally.

Neither Joint Lead Manager has authorised, permitted or caused the issue, lodgement, submission, dispatch or provision of this Prospectus and there is no statement in this Prospectus which is based on any statement made by either of them or by any of their respective related bodies corporate, affiliates, directors, officers, partners, employees, representatives, agents, consultants and advisers.

The Joint Lead Managers and each of their respective related bodies corporate and affiliates, and each of their respective directors, officers, partners, employees, representatives and agents may also hold interests in the securities of the Company or earn brokerage, fees or other benefits from the Company. The engagement of the Joint Lead Managers by the Company is not intended to create any agency, fiduciary or other relationship between the Joint Lead Managers or any other investor.

PRIVACY

If you apply for New Securities, you will provide personal information to the Company and the Share Registry. The Company and the Share Registry collect, hold and use your personal information in order to assess your application, service your needs as a holder of the Company's securities, provide facilities and services that you request, and carry out appropriate administration. Company and tax laws require some of the information to be collected. If you do not provide the information requested, your Application may not be able to be processed efficiently, or at all.

Each of the Company and the Share Registry may disclose your personal information for purposes related to your Share and Option holding to each other and to their respective agents and services providers including those listed below or as otherwise authorised under the *Privacy Act 1988* (Cth) (**Privacy Act**):

- in the case of the Company, to the Share Registry for ongoing administration of the Share and Option registers; and
- in the case of the Company and the Share Registry, to printers and mailing houses for the purposes of preparation and distribution of security holder information and for handling of mail.

Under the Privacy Act, you may request access to your personal information held by (or on behalf of) the Company or the Share Registry. You can request access to your personal information by emailing or writing to the Company through the Share Registry as follows:

PointsBet Holdings Limited
C/- Computershare Investor Services Pty Limited
GPO Box 505
Melbourne VIC 3001
Email: privacy@computershare.com.au

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KEY OFFER INFORMATION

EVENT	
Entitlement Offer ratio	1 New Share for every 6.5 Shares held by Eligible Shareholders
Offer Price	\$6.50 per New Share
Number of New Shares offered under the Entitlement Offer	~23,566,382
Number of New Options offered under the Entitlement Offer	~11,783,191
Proceeds of the Entitlement Offer (before costs)	\$153.2 million
Number of New Shares offered under the Placement	18,181,819
Placement Offer Price	\$11.00 per New Share
Proceeds of the Placement (before costs)	\$200.0 million
Proceeds of the Entitlement Offer and Placement (before costs)	\$353.2 million
Shares on issue as at the Prospectus Date¹	153,181,485
Shares on issue on completion of the Entitlement Offer and Placement¹	194,929,686
Options on issue as at the Prospectus Date²	22,458,277
Options on issue on completion of the Entitlement Offer²	34,241,468

¹ This does not include the Consideration Shares to be issued in accordance with the NBCUniversal Subscription Agreement (subject to Shareholder approval), details of which are set out in Section 2 of this Prospectus.

² This does not include the Consideration Options to be issued in accordance with the NBCUniversal Subscription Agreement (subject to Shareholder approval), details of which are set out in Section 2 of this Prospectus.

KEY DATES

The key dates in respect of the Entitlement Offer and Placement are as follows. PointsBet reserves the right to vary these times and dates in its absolute discretion, subject to the Corporations Act, the ASX Listing Rules and other applicable laws. All times are Melbourne time.

EVENT	DATE
Institutional Entitlement Offer opens Prospectus lodged with ASIC and ASX	Monday, 7 September 2020
Institutional Entitlement Offer closes and Institutional Shortfall Bookbuild undertaken	Tuesday, 8 September 2020
Announcement of results of Institutional Entitlement Offer, trading halt lifted Retail Entitlements commence trading on ASX on a deferred settlement basis Settlement of Placement	Wednesday, 9 September 2020
Record Date for Entitlement Offer (7.00pm Melbourne time)	Wednesday, 9 September 2020
Allotment and quotation of New Shares issued under the Placement	Thursday, 10 September 2020
Retail Entitlement Offer Opening Date Prospectus and Entitlement and Acceptance Form available to Eligible Retail Shareholders Retail Entitlements commence trading on a normal settlement basis	Friday, 11 September 2020
Settlement of the Institutional Entitlement Offer and Institutional Shortfall Bookbuild	Monday, 14 September 2020
Allotment date and normal trading of New Shares issued under the Institutional Entitlement Offer and Institutional Shortfall Bookbuild Allotment (but not trading) of New Options issued in connection with the Institutional Entitlement Offer Institutional Premium (if any) provided Retail Entitlements trading on ASX ends	Tuesday, 15 September 2020
Retail Entitlement Offer Closing Date	Tuesday, 22 September 2020
Announcement of results of Retail Entitlement Offer Retail Shortfall Bookbuild undertaken	Friday, 25 September 2020
Announcement of results of Retail Shortfall Bookbuild	Monday, 28 September 2020
Settlement of the Retail Entitlement Offer and Retail Shortfall Bookbuild	Wednesday, 30 September 2020
Issue of New Securities under the Retail Entitlement Offer and Retail Shortfall Bookbuild	Thursday, 1 October 2020
New Shares issued under the Retail Entitlement Offer and Retail Shortfall Bookbuild commence trading on a normal settlement basis Despatch of holding statements for New Securities issued under the Retail Entitlement Offer Retail Premium (if any) provided	Friday, 2 October 2020
New Options commence trading on ASX	Friday, 2 October 2020

CHAIRMAN'S LETTER



7 September 2020

Dear Shareholder

On behalf of the Directors of PointsBet, I am delighted to invite you to participate in a 1 for 6.5 pro rata renounceable entitlement offer of New Shares at an Offer Price of \$6.50 per New Share to raise \$153.2 million.

Eligible Shareholders will also receive one New Option for every two New Shares issued to them pursuant to this Prospectus, at no further cost.

The Company is also raising \$200 million through an institutional placement of New Shares (but not New Options) (**Placement**). The Placement is being undertaken at the Placement Offer Price of \$11.00 per New Share.

OVERVIEW OF THE NBCUNIVERSAL MEDIA PARTNERSHIP

On Friday, 28 August 2020, PointsBet entered into the NBCUniversal Media Partnership with NBCUniversal Media, LLC, a subsidiary of Comcast Corporation. Through the NBCUniversal Media Partnership, PointsBet will become the Official Sports Betting Partner of NBC Sports as part of a 5-year media partnership.

As part of the partnership agreement, PointsBet has committed to a total marketing spend during this period of US\$393 million. In return, NBCUniversal will subscribe for a 4.9% shareholding in PointsBet, and receive 66.88 million options maturing in five years (both conditional on Shareholder approval).

Further details are provided in Section 2 and the Investor Presentation set out at Annexure B.

OVERVIEW OF ENTITLEMENT OFFER

The Entitlement Offer comprises an accelerated institutional component, being the **Institutional Entitlement Offer** and a retail component, being the **Retail Entitlement Offer**.

Under the Entitlement Offer, Eligible Shareholders are entitled to subscribe for one New Share for every 6.5 existing fully paid ordinary shares in PointsBet (**Shares**) held at 7.00pm (Melbourne time) on Wednesday, 9 September 2020 (**Record Date**), at the Offer Price of \$6.50 per New Share. For every two New Shares they are issued under the Entitlement Offer, Eligible Shareholders will also be issued one New Option at no further cost. Each New Option issued pursuant to this Prospectus will have an exercise price of \$13.00 and an expiry date of 30 September 2022.

The Company will make an application to ASX for admission to quotation of the New Shares and the New Options (collectively, **New Securities**) within 7 days after the date of this Prospectus.

The Offer Price of New Shares under the Entitlement Offer represents a discount of:

- 48.3% to the theoretical ex-rights price (TERP)¹ of \$12.57; and
- 52.5% to the closing price of \$13.69 on Wednesday, 2 September 2020 (the date of announcement of the Entitlement Offer).

New Shares will be issued on a fully-paid basis and will rank equally with existing Shares on issue.

The Entitlement Offer and the Placement is being lead managed by the Joint Lead Managers. The Entitlement Offer is fully underwritten by the Underwriter. The Underwriter is providing settlement underwriting for the Placement.

Further details about the Offer Management and Underwriting Agreement are provided at Section 10.8 of this Prospectus.

The Placement, Institutional Entitlement Offer and Retail Entitlement Offer will occur in three stages. The Placement will settle on Wednesday, 9 September 2020, followed by the settlement of the Institutional Entitlement Offer on Monday, 14 September 2020, and finally settlement of the Retail Entitlement Offer on Wednesday, 30 September 2020.

¹ TERP is a theoretical price at which PointsBet shares trade immediately after the ex-date for the Entitlement Offer and the Placement assuming 100% take-up of the Entitlement Offer. It includes the New Shares to be issued via the Placement. The TERP is a theoretical calculation only and the actual price at which PointsBet shares trade immediately after the ex-date for the Entitlement Offer and the Placement will depend on many factors and may not be equal to TERP. TERP is calculated by reference to PointsBet's closing price of A\$13.69 on Wednesday, 2 September 2020.

USE OF PROCEEDS OF THE ENTITLEMENT OFFER AND PLACEMENT

The Entitlement Offer will raise gross proceeds of approximately \$153.2 million and the Placement will raise gross proceeds of approximately \$200 million.

Proceeds from the Entitlement Offer and the Placement will be used for the purposes of:

- marketing costs in PointsBet's targeted jurisdictions (particularly in the United States), predominantly related to client acquisition and retention, corporate costs and working capital;
- continuing to invest in developing PointsBet's technology platform;
- business development in the emerging sports wagering market in the United States; and
- costs of the Entitlement Offer and Placement.

Any funds raised through the exercise of New Options issued under this Prospectus will be directed toward additional working capital.

FURTHER INFORMATION AND APPLICATION INSTRUCTIONS

For Eligible Retail Shareholders, the number of New Securities that you are entitled to subscribe for under the Entitlement Offer (**Entitlement**) is set out in your personalised Entitlement and Acceptance Form that will be available on the Offer Website at www.pbhoffer.com.au.

The Joint Lead Managers will separately provide to Eligible Institutional Shareholders details of how to apply under the Institutional Entitlement Offer.

Your Entitlement may have value and it is important that you determine whether to take up, sell or do nothing in respect of your Entitlement. Where a Shareholder does nothing, their Entitlements will be offered for sale through a shortfall bookbuild process managed by the Joint Lead Managers. Any proceeds in excess of the Offer Price (net of any withholding tax and expenses) will then be paid to the Shareholder.

The Retail Entitlement Offer closes at 5.00pm (Melbourne time) on Tuesday, 22 September 2020 (Retail Entitlement Offer Closing Date). If you wish to subscribe for New Securities under the Retail Entitlement Offer, you must ensure that your Application is lodged through the Offer Website and payment is received by this time, in accordance with the instructions set out in Section 8.

PROSPECTUS

This Prospectus contains important information regarding the Entitlement Offer, and I encourage you to read it carefully, having particular regard to the 'Risk Factors' outlined in Section 7 of this Prospectus.

If you have any questions, you should consult your financial or other professional adviser. We look forward to your support for this Offer.

Yours sincerely,



Brett Paton
Chairman
PointsBet Holdings Limited



1 FREQUENTLY ASKED QUESTIONS

QUESTION	ANSWER	FURTHER INFORMATION
Who is the issuer of the New Securities?	PointsBet Holdings Limited ACN 621 179 351 (ASX:PBH).	Section 3.1
What is the Company's business?	PointsBet is a corporate bookmaker with operations in Australia and the United States. PointsBet has developed a scalable cloud-based wagering Platform through which it offers its clients innovative sports and racing wagering products.	N/A
What is the Company's business strategy?	The Company has an aggressive growth strategy including expansion into overseas markets, and in particular into the developing wagering industry in the United States. PointsBet aims to provide more markets on the major sports than any other bookmaker.	N/A
How has COVID-19 affected the Company's operations and growth plans?	<p>The recent outbreak of the novel coronavirus (COVID-19), a virus causing potentially deadly respiratory tract infections, presents an emerging risk for the Company.</p> <p>Since 12 March 2020, various sports seasons and sporting events in multiple countries, including in the United States and Australia, have been cancelled, postponed or dramatically restructured and large public gatherings have been banned. These changes have impacted customers' use of PointsBet's products and services, and, in some cases, in particular in the United States, the disruptions to sporting events have impacted revenues compared to pre COVID-19 expectations.</p> <p>COVID-19 has significantly impacted the Company's business, and may materially impact its financial condition and results of operations depending on the length of time that these disruptions exist and whether the sports seasons and sporting events will ultimately be suspended, postponed, or cancelled.</p>	Section 7.2(b)
What is the NBCUniversal Media Partnership?	<p>Under the NBCUniversal Media Partnership, PointsBet will become the Official Sports Betting Partner of NBC Sports as part of a 5-year media partnership.</p> <p>PointsBet has committed to a total marketing spend during this period of US\$393 million, and NBCUniversal will subscribe for a 4.9% shareholding in PointsBet and receive 66.88 million options maturing in five years (both conditional on Shareholder approval).</p>	Section 2
What is the Entitlement Offer?	<p>The Entitlement Offer is an accelerated, pro rata, renounceable entitlement offer by PointsBet to Eligible Shareholders, to be issued one New Share for every 6.5 Shares held on the Record Date, at the Offer Price of \$6.50 per New Share issued, to raise approximately \$153.2 million.</p> <p>For every two New Shares that they are issued pursuant to the Entitlement Offer, Eligible Shareholders will also be issued one New Option at no further cost.</p>	Section 3.1
What is the structure of the Entitlement Offer?	<p>The Entitlement Offer comprises the following four components:</p> <ul style="list-style-type: none"> • Institutional Entitlement Offer. • Institutional Shortfall Bookbuild. • Retail Entitlement Offer. • Retail Shortfall Bookbuild. 	Section 3.2
What is the Placement?	The Placement comprises an institutional placement (being conducted concurrently with the Entitlement Offer) of 18.18 million New Shares to institutional investors (but no New Options) at an offer price of \$11.00 per New Share issued, to raise approximately \$200 million.	N/A

QUESTION	ANSWER	FURTHER INFORMATION																		
Will the New Securities be quoted?	Yes. The Company will apply to have both the New Shares and the New Options admitted to quotation on ASX within 7 days after the date of this Prospectus.	Sections 3.17																		
What effect will the Entitlement Offer have on the control of the Company?	<p>The potential effect that the Entitlement Offer will have on the control of PointsBet, and the consequences of that effect, will depend on a number of factors, including investor demand and existing shareholdings.</p> <p>At this time, the issue of New Securities under the Entitlement Offer is not expected to have a material effect or consequence on the control of PointsBet given:</p> <ul style="list-style-type: none"> • the number of New Securities being offered under the Entitlement Offer and the Placement; • the Entitlement Offer being structured as a pro rata issue and fully underwritten; and • the current level of holdings of substantial holders (based on substantial holding notices that have been given to PointsBet and lodged with ASX on or before the date of this notice). 	Section 4.5																		
What will the funds be used for?	<p>The proposed use of funds raised under the Entitlement Offer and the Placement is set out below:</p> <table border="1"> <thead> <tr> <th>USE OF FUNDS</th> <th>\$ MILLION</th> <th>% OF OFFER PROCEEDS</th> </tr> </thead> <tbody> <tr> <td>United States marketing costs in target States, predominately related to client acquisition and retention, corporate costs and working capital</td> <td>\$283.3</td> <td>80.2%</td> </tr> <tr> <td>Technology and platform development</td> <td>\$45.9</td> <td>13.0%</td> </tr> <tr> <td>United States business development</td> <td>\$12.3</td> <td>3.5%</td> </tr> <tr> <td>Costs of the Entitlement Offer and Placement</td> <td>\$11.7</td> <td>3.3%</td> </tr> <tr> <td>Total uses</td> <td>\$353.2</td> <td>100.0%</td> </tr> </tbody> </table> <p>Any funds raised through the exercise of New Options issued under this Prospectus will be directed toward additional working capital.</p>	USE OF FUNDS	\$ MILLION	% OF OFFER PROCEEDS	United States marketing costs in target States, predominately related to client acquisition and retention, corporate costs and working capital	\$283.3	80.2%	Technology and platform development	\$45.9	13.0%	United States business development	\$12.3	3.5%	Costs of the Entitlement Offer and Placement	\$11.7	3.3%	Total uses	\$353.2	100.0%	Section 3.4
USE OF FUNDS	\$ MILLION	% OF OFFER PROCEEDS																		
United States marketing costs in target States, predominately related to client acquisition and retention, corporate costs and working capital	\$283.3	80.2%																		
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United States business development	\$12.3	3.5%																		
Costs of the Entitlement Offer and Placement	\$11.7	3.3%																		
Total uses	\$353.2	100.0%																		
Who can participate in the Retail Entitlement Offer?	<p>Only Eligible Retail Shareholders may participate in the Retail Entitlement Offer. "Eligible Retail Shareholders" are those persons who:</p> <ul style="list-style-type: none"> • are not an Eligible Institutional Shareholder invited to participate in the Institutional Entitlement Offer, and were not treated as an Ineligible Institutional Shareholder under the Institutional Entitlement Offer; • are registered as a holder of Shares as at the Record Date, being 7.00pm (Melbourne time) on Wednesday, 9 September 2020; • have a registered address on the Company's Share Register in Australia or New Zealand, or are Shareholders who the Company has otherwise determined to be eligible to participate in the Retail Entitlement Offer; • are not in the United States and are not acting for the account or benefit of a person in the United States (to the extent such person holds Shares for the account or benefit of such person in the United States); and • are eligible under all applicable securities laws to receive and participate in the Entitlement Offer. 	Section 3.7																		

1 FREQUENTLY ASKED QUESTIONS

QUESTION	ANSWER	FURTHER INFORMATION
What can I do with my Entitlement?	<p>Eligible Retail Shareholders may:</p> <ul style="list-style-type: none"> • take up their Entitlement in full (refer to Section 8.2); • sell all or part of their Entitlement on ASX (refer to Section 8.3); • transfer all or part of their Entitlement directly to another person (refer to Section 8.4); or • do nothing and let their Entitlement be offered for sale in the Retail Shortfall Bookbuild (refer to Section 8.5). <p>Ineligible Shareholders may not take up any of their Entitlements.</p>	Section 8.1
Can I apply for New Securities in excess of my Entitlement?	<p>No. You may only apply for New Securities to the extent of your Entitlement.</p> <p>You are able to acquire further Entitlements on-market where they are available.</p>	Section 8.2
Can I sell or transfer my Entitlement?	<p>Eligible Retail Shareholders can trade their Entitlement on ASX. Entitlement trading on ASX starts on a deferred settlement basis at 10.00am (Melbourne time) on Wednesday, 9 September 2020 and ceases at 4.00pm (Melbourne time) on Tuesday, 15 September 2020.</p> <p>You can also transfer all or part of your Entitlement other than on ASX, by forwarding a completed Renunciation and Transfer Form to the Share Registry in relation to the part of your Entitlement that you wish to transfer.</p> <p>You can obtain a Renunciation and Transfer Form through the PointsBet Offer Information Line on 1300 157 209 (within Australia) or +61 3 9415 4153 (outside Australia) or from your stockbroker.</p>	Sections 8.3 and 8.4
Is there a minimum subscription to participate in the Entitlement Offer?	<p>There is no minimum subscription to participate in the Entitlement Offer.</p>	Section 3.2
How do I accept my Entitlement?	<p>If you wish to take up part or all of your Entitlement in full, please pay your Application Monies via BPAY by following the instructions set out in your personalised Entitlement and Acceptance Form, which is accessible on the Offer Website at www.pbhoffer.com.au, so that Application Monies are received by the Share Registry by no later than 5.00pm (Melbourne time) on Tuesday, 22 September 2020.</p>	Section 8.7
Can I withdraw my Application?	<p>No. A completed Application, or a payment made through BPAY, constitutes a binding offer to acquire New Securities on the terms and conditions set out in this Prospectus and, once lodged or paid, cannot be withdrawn.</p>	Section 8.8
Is the Entitlement Offer underwritten?	<p>Yes. The Entitlement Offer is fully underwritten by Bell Potter Securities Limited (the Underwriter), subject to the terms of the Offer Management and Underwriting Agreement.</p>	Section 10.8
Will the underwriting arrangements have an impact on the control of the Company?	<p>The Directors do not anticipate that the underwriting arrangements will have a material impact on the control of PointsBet.</p>	Section 4.5
What are the key terms of the New Shares?	<p>All New Shares issued under this Prospectus, or on the exercise of the New Options issued pursuant to this Prospectus, will rank equally with the Shares on issue at the date of this Prospectus and will be able to be traded immediately.</p>	Section 3.9

QUESTION	ANSWER	FURTHER INFORMATION
What are the key terms of the New Options?	<p>The New Options issued pursuant to this Prospectus will have an exercise price of \$13.00 and will expire on 30 September 2022. A summary of the terms of the New Options is set out in Annexure A of this Prospectus.</p> <p>Due to the preparation of this Prospectus, the relief provided under ASIC Corporations (Sale Offers That Do Not Need Disclosure) Instrument 2016/80 (Instrument 2016/80) will be available to New Option holders, meaning they will be able to immediately trade on ASX any New Shares that are issued to them following exercise of the New Options.</p>	Section 9.1 and Annexure A
Is the Entitlement Offer or Placement subject to Shareholder approval?	No. Shareholder approval is not required to conduct the Entitlement Offer or Placement.	N/A
What are the key risks associated with the Company and the New Securities?	Eligible Shareholders should consider the specific and general risk factors described in Section 7, together with information contained elsewhere in this Prospectus, and consult their professional advisers before deciding whether to apply for New Securities pursuant to this Prospectus.	Section 7

2 KEY DETAILS OF THE NBCUNIVERSAL MEDIA PARTNERSHIP

QUESTION	ANSWER
<p>What is the NBCUniversal Media Partnership?</p>	<p>PointsBet USA Inc, a wholly-owned subsidiary of PointsBet Holdings Limited, has entered into a five year media partnership with NBCUniversal Media, LLC.</p> <p>Under the NBCUniversal Media Partnership, PointsBet will become the Official Sports Betting Partner of NBC Sports.</p> <p>As part of the five year marketing agreement, PointsBet and NBCUniversal have also entered into the NBCUniversal Subscription Agreement.</p>
<p>What is NBC Sports?</p>	<p>NBCUniversal owns and operates NBC Sports.</p> <p>NBC Sports has leading national and regional television and digital assets in the United States, with the largest sports audience of any US media company, accessing over 184 million viewers.</p> <p>NBC Sports serves sports fans 24/7 with premier live events, insightful studio shows, and compelling original programming. The sports media company consists of NBC Sports, NBC Olympics, NBCSN, Golf Channel, Olympic Channel: Home of Team USA, NBC Sports Regional Networks, NBC Sports Audio Network and NBC Sports Digital, which includes NBCSports.com, NBCOlympics.com, GolfChannel.com, the digital assets of the NBC Sports Regional Networks, Rotoworld, the NBC Sports Talk franchise, multiple apps, and two transactional sports businesses, GolfNow and SportsEngine, and a direct-to-consumer product NBC Sports Gold.</p> <p>NBC Sports possesses an unparalleled collection of media rights agreements, partnering with some of the most prestigious sports properties in the world: the International Olympic Committee and United States Olympic and Paralympic Committee, the NFL, NHL, NASCAR, INDYCAR, PGA TOUR, The R&A, PGA of America, USGA, Churchill Downs, Premier League, Tour de France, French Open, and many more.</p>
<p>What benefits will PointsBet derive from the NBC Universal Media Partnership?</p>	<p>Through the NBCUniversal Media Partnership, PointsBet will gain access to market-leading broadcast assets which span 184 million viewers and digital assets which span 60 million monthly active users. These assets will act as the cornerstone of the Company's marketing strategy and, combined with the Company's technology platform and experienced team, is expected to deliver client acquisition and retention efficiency as PointsBet seeks to scale its US business.</p> <p>As Official Sports Betting Partner of NBC Sports, PointsBet will have rights to:</p> <ul style="list-style-type: none"> • exclusive gameday integrations across NBC Sports Regional Networks; • exclusive partner of NBC Sports Predictor app, (NBC Sports' free-to-play games platform); • first look rights to sports betting partnership opportunities across new NBC Sports properties, platforms and products; and • premium placement and agreed pricing structure across NBC Sports television and digital assets.
<p>What are the key terms of the NBCUniversal Media Partnership?</p>	<p>The NBCUniversal Media Partnership provides for total committed marketing spend during the five year period of US\$393 million, allocated in progressively increasing amounts over the five year term, together with incentives payable to NBCUniversal for customer referrals.</p> <p>The combined value of the Consideration Shares and Consideration Options (described below) will offset the total committed marketing spend and reduce the cash commitment across the five year term.</p> <p>The NBCUniversal Media Partnership also provides PointsBet with the ability for committed spend to be deferred into future periods in defined circumstances.</p>
<p>What are the key terms and conditions of the NBCUniversal Subscription Agreement?</p>	<p>Under the NBCUniversal Subscription Agreement, NBCUniversal will be issued with new fully paid ordinary shares in the Company representing a 4.9% ownership interest post Shareholder approval (Consideration Shares) and 66.88 million options maturing in five years (Consideration Options). The issue of Consideration Shares and Consideration Options is subject to the approval of PointsBet Shareholders.</p> <p>The Consideration Shares will have a deemed price of A\$6.50 per Share, representing the average daily VWAP across the 20 days up to and including 26 August 2020.</p>

QUESTION	ANSWER
What are the key terms of the Consideration Options?	<p>Each Consideration Option entitles the holder to subscribe for one Share upon exercise and will be exercisable at A\$13.00 per Consideration Option within the three months prior to the date representing the fifth anniversary of the NBCUniversal Subscription Agreement (subject to customary exercise rights in the event of a liquidity event). The agreed value of the Consideration Options is A\$105,324,471 (Consideration Options Value) representing A\$1.5749 per Consideration Option.</p> <p>As an alternative to exercising the Consideration Options, NBCUniversal may elect to receive no earlier than the date representing the fifth anniversary of the agreement, an amount of A\$105,324,471, representing a refund of the Consideration Options Value, following which the Consideration Options will immediately lapse and be cancelled.</p> <p>If all of the Consideration Options are exercised on a cash settlement basis, the Company will receive further funding of approximately A\$870 million. Alternatively, NBCUniversal may elect to exercise the Consideration Options on a cash-free basis.</p> <p>There are no participation rights or entitlements inherent in the Consideration Options and the holder will not be entitled to participate in new issues of capital offered to Shareholders unless the holder has exercised the Consideration Options before the record date for determining entitlements to the new issue of securities and participates as a result of holding Shares.</p>
What are the conditions to completion of the NBCUniversal Media Partnership and the NBCUniversal Subscription Agreement?	<p>The issue of Consideration Shares and Consideration Options under the NBCUniversal Subscription Agreement, and the exercise of the Consideration Options, will be conditional upon the necessary Shareholder approvals under the Corporations Act and ASX Listing Rules in accordance with item 7 of section 611 of the Corporations Act.</p> <p>It is expected that the Notice of Meeting and Explanatory Statement in respect of the Shareholder approvals will be issued in the coming weeks.</p>
What happens if Shareholders do not vote in favour of the issue of equity to NBCUniversal?	<p>If Shareholder approval is not obtained by 28 November 2020 (the Sunset Date), either party can terminate the NBCUniversal Subscription Agreement, in which case the deemed value of the Consideration Shares and Consideration Options will not offset the total committed marketing spend, and NBCUniversal will have a right, upon providing 90 days' notice, to terminate the NBCUniversal Media Partnership within 6 months of termination of the NBCUniversal Subscription Agreement.</p>
Where can Shareholders find out further information?	<p>For further details on the terms of the NBCUniversal Media Partnership and NBCUniversal Subscription Agreement, see the Company's announcement in relation to the NBCUniversal Media Partnership on 28 August 2020 (available on the Company's website and www.asx.com.au).</p>

3 DETAILS OF THE ENTITLEMENT OFFER

3.1 ENTITLEMENT OFFER

This Prospectus relates to a pro rata, renounceable entitlement offer by PointsBet to Eligible Shareholders, to be issued one New Share for every 6.5 Shares held on the Record Date, at the Offer Price of \$6.50 per New Share. For every two New Shares that they are issued pursuant to the Entitlement Offer, Eligible Shareholders will also be issued one New Option at no further cost. The New Options will have an exercise price of \$13.00 and will expire on 30 September 2022. Any New Shares issued on the exercise of the New Options will be able to be traded immediately.

The Offer Price represents a discount of:

- 48.3% to the theoretical ex-rights price (TERP)¹ of \$12.57; and
- 52.5% to the closing price of \$13.69 on Wednesday, 2 September 2020 (the day of the announcement of the Entitlement Offer and Placement).

Fractional entitlements will be rounded up to the nearest whole number of New Shares and New Options. Eligible Retail Shareholders may subscribe for all or part of their Entitlement. An Entitlement and Acceptance Form setting out your Entitlement accompanies this Prospectus.

3.2 ENTITLEMENT OFFER STRUCTURE

The Entitlement Offer comprises four components:

- **Institutional Entitlement Offer** – Eligible Institutional Shareholders will be given the opportunity to take up all or part of their Institutional Entitlements at the Offer Price. The Institutional Entitlement Offer will open on Monday, 7 September 2020 and will close on Tuesday, 8 September 2020.
- **Institutional Shortfall Bookbuild** – Institutional Entitlements not taken up under the Institutional Entitlement Offer and Institutional Entitlements that would have been issued to Ineligible Institutional Shareholders had they been entitled to participate in the Institutional Entitlement Offer will be sold through the Institutional Shortfall Bookbuild process on Tuesday, 8 September 2020. The Institutional Premium realised for those Institutional Entitlements, if any, will be remitted proportionally to holders of those Institutional Entitlements at the close of the Institutional Entitlement Offer, and to Ineligible Institutional Shareholders. The Institutional Premium, if any, is expected to be paid on Tuesday, 15 September 2020. The New Shares are expected to be issued under the Institutional Entitlement Offer on Tuesday, 15 September 2020.
- **Retail Entitlement Offer** – Eligible Retail Shareholders will be allotted Retail Entitlements under the Retail Entitlement Offer, which can be taken up in whole or in part, and traded on ASX (or transferred directly to another person) in whole or in part. This means that if you do not wish to take up all or part of your Retail Entitlement you may sell on ASX or transfer all or part of your Retail Entitlement in order to realise value from your Retail Entitlement. You may incur brokerage costs if you sell your Retail Entitlement on ASX.
- **Retail Shortfall Bookbuild** – Entitlements not taken up under the Retail Entitlement Offer and Retail Entitlements that would have been issued to Ineligible Retail Shareholders had they been entitled to participate in the Retail Entitlement Offer will be offered for sale through the Retail Shortfall Bookbuild. The Retail Premium realised for those Retail Entitlements, if any, will be remitted proportionally to holders of those Retail Entitlements at the close of the Retail Entitlement Offer, and to Ineligible Retail Shareholders. The Retail Premium, if any, is expected to be paid on Friday, 2 October 2020.

There is no minimum subscription to participate in the Entitlement Offer.

The Entitlement Offer (but not the Placement) is fully underwritten by the Underwriter, Bell Potter. The Underwriter is providing settlement underwriting for the Placement. A summary of the Offer Management and Underwriting Agreement entered into between the Company, the Underwriter and the Junior Lead Manager is set out below at Section 10.8.

¹ TERP is a theoretical price at which PointsBet shares trade immediately after the ex-date for the Entitlement Offer and the Placement assuming 100% take-up of the Entitlement Offer. It includes the New Shares issued under the Placement. The TERP is a theoretical calculation only and the actual price at which PointsBet shares trade immediately after the ex-date for the Entitlement Offer and the Placement will depend on many factors and may not be equal to TERP. TERP is calculated by reference to PointsBet's closing price of A\$13.69 on Wednesday, 2 September 2020.

3.3 YOUR ENTITLEMENT

An Entitlement and Acceptance Form setting out your Entitlement is accessible on the Offer Website, www.pbhoffer.com.au. Eligible Shareholders may subscribe for all or part of their Entitlement.

The Entitlement Offer is renounceable, which means that Eligible Shareholders may sell their Entitlements to third parties if they do not wish to take them up.

A market will be established on ASX to facilitate the trading of Retail Entitlements.

All of the New Shares issued under the Entitlement Offer will be fully paid and rank equally with the Shares on issue at the date of this Prospectus. The Company will apply for quotation of the New Shares and the New Options with ASX within 7 days of the date of this Prospectus.

The choices available to Eligible Retail Shareholders are described in Section 8 of this Prospectus. In summary, Eligible Retail Shareholders may:

- a. take up their Entitlement in full (refer to Section 8.2);
- b. sell all or part of their Entitlement on ASX (refer to Section 8.3);
- c. sell all or part of their Entitlement by transferring it directly to another person (refer to Section 8.4); or
- d. do nothing and let their Entitlement be offered for sale in the Retail Shortfall Bookbuild (refer to Section 8.5).

Ineligible Shareholders may not take up any of their Entitlements. The Entitlements of Ineligible Shareholders will be offered for sale in the Institutional Shortfall Bookbuild and the Retail Shortfall Bookbuild.

The Retail Entitlement Offer is scheduled to close at 5.00pm (Melbourne time) on Tuesday, 22 September 2020.

3.4 USE OF FUNDS

The Entitlement Offer is expected to raise gross proceeds of \$200 million before costs and the Placement is expected to raise gross proceeds of \$150 million before costs.

The proposed uses of these funds are set out in the table below.

USE OF FUNDS	\$ MILLION	% OF OFFER PROCEEDS
United States marketing costs in target States, predominately related to client acquisition and retention, corporate costs and working capital	\$283.3	80.2%
Technology and platform development	\$45.9	13.0%
United States business development	\$12.3	3.5%
Costs of the Entitlement Offer and Placement	\$11.7	3.3%
Total uses	\$353.2	100.0%

Any funds raised through the exercise of New Options issued under this Prospectus will be directed toward additional working capital.

3 DETAILS OF THE ENTITLEMENT OFFER

3.5 EFFECT OF ENTITLEMENT OFFER ON YOUR PERCENTAGE SHAREHOLDING IN THE COMPANY

Eligible Shareholders who subscribe for their full Entitlement will not experience any change in their percentage shareholding in the Company as a consequence of the Entitlement Offer. Eligible Shareholders who do not take up all of their Entitlements will have their percentage shareholding in PointsBet diluted. Further details of the effect of the Entitlement Offer on the Company's Share capital are set out in Section 4 of this Prospectus.

3.6 RISKS

Eligible Shareholders should be aware that an investment in PointsBet involves risks. The key risks identified by PointsBet are set out in Section 7 of this Prospectus.

3.7 ELIGIBLE RETAIL SHAREHOLDERS

The Retail Entitlement Offer is only being made to "Eligible Retail Shareholders", who are those persons who:

- are not an Eligible Institutional Shareholder invited to participate in the Institutional Entitlement Offer, and were not treated as an Ineligible Institutional Shareholder under the Institutional Entitlement Offer;
- are registered as a holder of Shares as at the Record Date, being 7.00pm (Melbourne time) on Wednesday, 9 September 2020;
- have a registered address on the Company's Share Registry in Australia or New Zealand, or are Shareholders who the Company has otherwise determined to be eligible to participate in the Retail Entitlement Offer;
- are not in the United States and are not acting for the account or benefit of a person in the United States (to the extent such person holds Shares for the account or benefit of such person in the United States); and
- are eligible under all applicable securities laws to receive and participate in the Entitlement Offer.

This Prospectus will be made available to Eligible Retail Shareholders with registered addresses in Australia and New Zealand via the Offer Website, www.pbhoffer.com.au. This Prospectus does not constitute an offer to issue New Securities in any place in which, or to any person to whom, it would not be lawful to make that offer.

The Company is of the view that it is unreasonable to make an offer to issue the New Securities to Shareholders other than Eligible Shareholders (**Ineligible Shareholders**) having regard to:

- a. the number of Ineligible Shareholders outside of Australia and New Zealand to whom offers would otherwise be made, as a proportion of total Shareholders in the Company;
- b. the number and value of the New Securities that would otherwise be offered for issue to Ineligible Shareholders; and
- c. the cost of complying with the laws, and any requirements of any regulatory authority, of the overseas jurisdictions where the New Securities would otherwise be offered for issue.

3.8 FOREIGN SELLING RESTRICTIONS

This Prospectus does not constitute an offer to sell, or a solicitation of any offer to buy, any securities in the United States or in any jurisdiction in which, or to any person to whom, it would not be lawful to make such an offer or solicitation. No action has been taken to register or qualify the New Securities or the Entitlements, or to otherwise permit a public offering of New Securities or Entitlements, or the possession or distribution of this Prospectus or any other offering or publicity material in any jurisdiction where action for that purpose is required, other than Australia and New Zealand. The distribution of this Prospectus in jurisdictions outside Australia and New Zealand may be restricted by law.

Any reproduction or distribution of this Prospectus, in whole or in part, and any disclosure of its contents or use of any information contained in this Prospectus for any purpose other than considering an investment in the New Shares, New Options and Entitlements is prohibited. Persons into whose possession this Prospectus comes should inform themselves about and observe any such restrictions. Any failure to comply with these restrictions may constitute a violation of the securities laws of any such jurisdiction. In particular, such documents should not be distributed, forwarded to or transmitted in or into the United States. Any person into whose possession this Prospectus comes will be deemed to have agreed to the foregoing restrictions and other restrictions included herein.

Further details on the restrictions that apply to persons in select jurisdictions other than Australia are set out in Annexure C.

3.9 RANKING OF NEW SHARES ISSUED UNDER THIS PROSPECTUS

All New Shares issued under this Prospectus, or on the exercise of the New Options issued under this Prospectus, will rank equally with the Shares on issue at the date of this Prospectus. Please refer to Section 9 for further information regarding the rights and liabilities attaching to the New Securities.

As the relief in ASIC Corporations (Sale Offers That Do Not Need Disclosure) Instrument 2016/80 will be available, any New Shares issued upon the exercise New Options will be able to be traded immediately.

3.10 ENTITLEMENTS TRADING

Entitlements are renounceable. This means that Eligible Retail Shareholders may sell their Entitlements to third parties if they do not wish to take them up. A market will be established on ASX to facilitate this Entitlements trading.

The trading of Entitlements is expected to commence on ASX on Wednesday, 9 September 2020 (initially on a deferred settlement basis) and is expected to cease at close of trading on ASX on Tuesday, 15 September 2020. You may incur brokerage fees if you sell all or part of your Entitlement on the ASX.

There is no guarantee that there will be a liquid market in traded Entitlements. A lack of liquidity may impact the ability to sell Entitlements on ASX and the price able to be achieved.

Prices obtainable for Entitlements may rise and fall over the Entitlement trading period and will depend on many factors including the demand for and supply of Entitlements on ASX and the value of PointsBet's existing Shares relative to the Offer Price. If you sell your Entitlement in the Entitlement trading period, you may receive a higher or lower amount than a Shareholder who sells their Entitlement at a different time in the Entitlement trading period.

Persons in the United States may only purchase Entitlements, including via trading on the ASX, if they are Institutional Investors.

3.11 RETAIL SHORTFALL BOOKBUILD

Retail Entitlements which are not taken up by close of the Retail Entitlement Offer, and Retail Entitlements of Ineligible Retail Shareholders, will be sold through the Retail Shortfall Bookbuild. Any Retail Premium (being any amount paid in respect of those Entitlements sold into the Retail Shortfall Bookbuild) will be remitted proportionally to such Shareholders on or about Friday, 2 October 2020 net of any applicable withholding tax.

Retail Premium amounts, if any, will be paid in Australian dollars or in an elected foreign currency based on your nominated bank account. You will be paid by direct credit to the nominated bank account as noted on PointsBet's share register.

The Retail Premium may be zero, in which case no payment will be made to holders of those Entitlements sold into the Retail Shortfall Bookbuild. The outcome of the Institutional Shortfall Bookbuild (including the Institutional Premium) is not an indication as to whether there will be a Retail Premium or what any Retail Premium may be.

The ability to sell Entitlements under the Retail Shortfall Bookbuild and the ability to obtain any Retail Premium will depend on various factors, including market conditions. If there is a Retail Premium, it may be less than, more than, or equal to the Institutional Premium or less than, more than, or equal to any price or prices at which Entitlements may be able to be sold on ASX or otherwise transferred.

To the maximum extent permitted by law, the Company, the Joint Lead Managers and each of their related bodies corporate and affiliates, and each of their respective directors, officers, partners, employees, representatives, agents, consultants and advisers, disclaim all liability, including for negligence, for any failure to procure a Retail Premium under the Retail Shortfall Bookbuild, for any difference between the Retail Premium and the Institutional Premium and for any failure to obtain any particular exchange rate, or any movements in exchange rates, if exchanging the Retail Premium into an elected foreign currency. The Company reserves the right to issue Entitlements under the Retail Shortfall Bookbuild at its discretion.

You should note that if you sell or transfer all or part of your Entitlement or allow all or part of your Entitlement to be sold into the Retail Shortfall Bookbuild, you will forgo any exposure to increases or decreases in the value of New Shares (or any value for that Entitlement which may have been achieved through its sale on the ASX or otherwise), and your percentage shareholding in the Company will be diluted by not participating in the Retail Entitlement Offer.

3 DETAILS OF THE ENTITLEMENT OFFER

3.12 RECONCILIATION

The Entitlement Offer is a complex structure and in some cases investors may believe that they own more Shares on the Record Date than they in fact do. It may therefore be appropriate for the Company to conduct a reconciliation to ensure all Eligible Shareholders have the opportunity to receive their full Entitlement.

PointsBet may need to issue a small quantity of additional New Shares to ensure all Eligible Shareholders have the opportunity to receive their appropriate allocation of New Securities. The price at which these New Shares would be issued, if required, is the same as the Offer Price.

PointsBet reserves the right to reduce the number of an Entitlement or New Securities allocated to Eligible Shareholders or persons claiming to be Eligible Shareholders, if their Entitlement claims prove to be overstated, if they or their nominees fail to provide information requested to substantiate their Entitlement claims, or if they are Ineligible Shareholders.

3.13 MINIMUM AND MAXIMUM SUBSCRIPTION

There is no minimum subscription under the Entitlement Offer.

Eligible Retail Shareholders may take up some or all of their Entitlements under the Entitlement Offer and may also acquire further Entitlements on-market (where they are available).

It is the responsibility of each Eligible Shareholder to ensure that it will not breach the takeovers provisions, set out in section 606 of the Corporations Act, by applying for additional New Securities pursuant to Entitlements acquired on-market. No Eligible Shareholder will be permitted to acquire additional New Securities to the extent PointsBet considers (acting reasonably) that doing so may result in a contravention of the takeovers provisions in the Corporations Act.

3.14 ISSUE OF NEW SECURITIES

PointsBet currently expects that New Securities under the Retail Entitlement Offer will be issued on or about Thursday, 1 October 2020.

Holding statements for New Securities granted under the Entitlement Offer will be mailed as soon as reasonably practicable after the New Securities are issued.

3.15 WITHDRAWAL OF THE ENTITLEMENT OFFER

The Company reserves the right to withdraw the Entitlement Offer (or any part of it), and this Prospectus, at any time, subject to applicable laws. In that case, PointsBet will refund Application Monies for New Securities in accordance with the Corporations Act and without payment of interest.

To the fullest extent permitted by law, you agree that any Application Monies paid by you to PointsBet will not entitle you to receive any interest and that any interest earned in respect of Application Monies will belong to PointsBet.

3.16 RETAIL ENTITLEMENT OFFER PERIOD

The Retail Entitlement Offer will open on Friday, 11 September 2020 (i.e. the Retail Entitlement Offer Opening Date).

Applications for New Securities under the Retail Entitlement Offer will close at 5.00pm (Melbourne time), Tuesday, 22 September 2020 (i.e. the Retail Entitlement Offer Closing Date).

The Retail Entitlement Offer Opening Date and the Retail Entitlement Offer Closing Date are subject to change without notice. The Company may vary these dates, including to close the Entitlement Offer early or extend the Retail Entitlement Offer Closing Date, at any time prior to the issue of New Securities (subject to the Corporations Act and the ASX Listing Rules).

If any of the dates are changed, subsequent dates may also change. You are encouraged to lodge your Entitlement and Acceptance Form as soon as possible after the Retail Entitlement Offer Opening Date.

3.17 ASX QUOTATION

While the Company will apply for quotation of the New Securities on ASX within 7 days of the date of this Prospectus, there is no guarantee that the New Securities will be quoted.

The fact that ASX may grant official quotation to the New Shares is not to be taken in any way as an indication of the merits of the Company or the New Shares.

3.18 CLEARING HOUSE ELECTRONIC SUB-REGISTER SYSTEM (CHES) AND ISSUER SPONSORSHIP

The Company will not be issuing certificates for the New Securities. The Company is a participant in CHES, for those investors who have, or wish to have, a sponsoring stockbroker. Investors who do not wish to participate through CHES will be issuer sponsored by the Company. Because the sub-registers are electronic, ownership of securities can be transferred without having to rely upon paper documentation.

Instead of certificates, investors will be provided with a holding statement or confirmation notice that sets out the number of New Securities allotted to them under this Prospectus. The notice will also advise holders of their Holder Identification Number or Security Holder Reference Number.

3.19 ENQUIRIES

Eligible Retail Shareholders can obtain a copy of this Prospectus from the Company's website at www.pbhoffer.com.au, the ASX website at www.asx.com.au or by calling the PointsBet Offer Information Line on 1300 157 209 (from within Australia) and +61 3 9415 4153 (from outside Australia) at any time from 8.30am to 5.00pm (Melbourne time) Monday to Friday (excluding public holidays) during the Retail Entitlement Offer Period.

Persons who access the electronic version of this Prospectus should ensure that they download and read the entire Prospectus. An Entitlement and Acceptance Form cannot be downloaded without also downloading this Prospectus.

3.20 PARTICIPATION IN INSTITUTIONAL SHORTFALL BOOKBUILD AND RETAIL SHORTFALL BOOKBUILD

The offer and issue of Entitlements and New Securities to successful participants in the Institutional Shortfall Bookbuild and Retail Shortfall Bookbuild is made pursuant to this Prospectus.

4 PURPOSE AND EFFECT OF THE ENTITLEMENT OFFER

4.1 PURPOSE OF THE ENTITLEMENT OFFER

The Entitlement Offer will raise gross proceeds of approximately \$153.2 million before costs. The funds raised will be used to fund:

- a. marketing costs in PointsBet's targeted jurisdictions (particularly in the United States), predominantly related to client acquisition and retention;
- b. continuing to invest in developing PointsBet's technology platform; and
- c. expanding into new markets, in particular the emerging sports wagering market in the United States,

as well as providing the Company with additional working capital. A detailed description of the use of funds is provided in Section 3.4 of this Prospectus.

Any funds raised through the exercise of New Options issued under this Prospectus will be directed toward working capital.

4.2 EFFECT OF THE ENTITLEMENT OFFER

Assuming all Entitlements are subscribed for, otherwise sold on-market or taken up by the Underwriter, the Company will issue approximately 23,566,382 New Shares and 11,783,191 New Options under the Entitlement Offer and approximately 18,181,819 New Shares under the Placement.

If all New Options issued under the Entitlement Offer are exercised, approximately 11,783,191 additional New Shares will be issued, meaning up to 35,349,573 New Shares may be issued under, or in connection with, the Entitlement Offer.

4.3 EFFECT ON CAPITAL STRUCTURE

As the Entitlement Offer is fully underwritten, all New Shares offered pursuant to the Entitlement Offer will be taken up (pursuant to the Entitlement Offer or by the Underwriter) and the Entitlement Offer will comprise the issue of approximately 23,566,382 New Shares (subject to rounding) (with 11,783,191 New Options attaching to New Shares issued under the Entitlement Offer on a 1 for 2 basis) to raise up to \$153.2 million.

Assuming no New Options are exercised, on or about 2 October 2020, the capital structure of the Company (which includes the New Shares issued under the Placement) will comprise:

- a. 194,929,686 Shares;¹
- b. 11,783,191 New Options; and
- c. 22,458,277 unlisted Options with various exercise prices and expiry dates previously issued by the Company.

Assuming exercise of all of the unlisted Options and New Options, the Company would have 229,171,154 Shares¹ on issue.

4.4 EFFECT ON SHAREHOLDINGS OF SHAREHOLDERS

The Entitlement Offer will have the effect of diluting the percentage shareholdings of Shareholders who do not participate in the Entitlement Offer. In particular:

- a. Shareholders who do not take up their full pro rata Entitlement under the Entitlement Offer will have their percentage shareholding in the Company diluted following the issue of New Shares and further diluted on the exercise of any New Options;
- b. Shareholders who take up their full pro rata entitlement under the Entitlement Offer will maintain their percentage shareholding (which may be further increased by the exercise of any of their New Options);
- c. Shareholders who take up their full pro rata Entitlement under the Entitlement Offer and acquire and exercise further Entitlements on market, will increase their percentage shareholding in the Company to the extent they receive additional New Securities (which will be further increased on the exercise of any New Options); and
- d. the proportional shareholdings of Shareholders who are Ineligible Shareholders may be diluted as those Shareholders are not entitled to participate in the Entitlement Offer.

¹ This does not include the Consideration Shares to be issued in accordance with the NBCUniversal Subscription Agreement (subject to Shareholder approval), details of which are set out in Section 2 of this Prospectus.

4.5 EFFECT OF THE ENTITLEMENT OFFER ON THE CONTROL OF POINTSBET

POTENTIAL CONTROL EFFECTS

The potential effect that the Entitlement Offer will have on the control of PointsBet, and the consequences of that effect, will depend on a number of factors, including investor demand and existing shareholdings. At this time, the issue of New Shares under the Entitlement Offer is not expected to have a material effect or consequence on the control of PointsBet given:

- the number of New Shares being offered under the Placement;
- the Entitlement Offer being structured as a pro rata issue and fully underwritten; and
- the current level of holdings of substantial holders (based on substantial holding notices that have been given to PointsBet and lodged with ASX on or before the date of this notice).

POTENTIAL CONTROL EFFECTS THROUGH UNDERWRITING ARRANGEMENTS

As at the date of this Prospectus, the Underwriter does not have a relevant interest in any of the Company's voting securities.

If called upon to meet its full underwriting commitment under the Entitlement Offer, the Underwriter will hold a relevant interest in 12.1% of voting securities of PointsBet. If called upon to meet its full underwriting commitment under the Entitlement Offer and if required to underwrite the settlement obligations of all of the persons who participated in the Placement, the Underwriter would hold a relevant interest in 21.4% of the voting securities of PointsBet. As a consequence, the Directors do not anticipate the underwriting arrangements will have a material impact on the control of PointsBet.

5 FINANCIAL INFORMATION

5.1 BASIS OF PREPARATION OF PRO FORMA HISTORICAL STATEMENT OF FINANCIAL POSITION

The Directors are responsible for the preparation and presentation of the Financial Information.

The Financial Information included in this Prospectus is intended to present potential investors with information to assist them in understanding the underlying financial position of PointsBet.

The Statutory Historical Statement of Financial Position has been derived from the audited Statutory Historical Statement of Financial Position of PointsBet and prepared in accordance with the recognition and measurement principles of Australian Accounting Standards (AAS) adopted by the Australian Accounting Standards Board (AASB), which are consistent with International Financial Reporting Standards (IFRS) issued by the International Accounting Standards Board and PointsBet's accounting policies. PointsBet's significant accounting policies and critical accounting estimates are described in the 30 June 2020 PointsBet Holdings Limited Annual Report. Where relevant to the preparation of the Financial Information included in this Prospectus, the accounting policies adopted that are not already described in the 30 June 2020 PointsBet Holdings Limited Annual Report are described below in Section 5.2.

The Pro Forma Historical Statement of Financial Position has been prepared in accordance with the recognition and measurement principles of AAS other than that it includes certain adjustments which have been prepared in a manner consistent with AAS, that reflect the impact of certain transactions as if they had occurred on or before 30 June 2020.

The Pro Forma Historical Statement of Financial Position does not reflect the actual financial position of PointsBet for the period indicated. The Directors of PointsBet believe that it provides useful information as it permits investors to examine what it considers to be the underlying financial position.

The Pro Forma Historical Statement of Financial Position is presented in an abbreviated form and it does not include all of the presentation and disclosures, statements or comparative information required by AAS and other mandatory professional reporting requirements applicable to general purpose financial reports prepared in accordance with the Corporations Act.

5.2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

The principal accounting policies adopted in the preparation of the Financial Information included in this Prospectus and that are not already described in the 30 June 2020 PointsBet Holdings Limited Annual Report are set out below.

FINANCIAL LIABILITIES

Financial Liabilities are initially recognised at fair value, net of transaction costs incurred. Financial Liabilities are subsequently measured at amortised cost. Any difference between the proceeds (net of transaction costs) and the redemption amount is recognised in profit or loss over the year of the borrowings using the effective interest method.

Financial Liabilities are removed from the Consolidated Statement of Financial Position when the obligation specified in the contract is discharged, cancelled, or expired. The difference between the carrying amount of a financial liability that has been extinguished or transferred to another party and the consideration paid, including any non-cash assets transferred or liabilities assumed, is recognised in profit or loss as other income or finance costs.

Financial Liabilities are classified as current liabilities unless the Group has an unconditional right to defer settlement of the liability for at least 12 months after the reporting year.

Refer to Section 5.4, Note 5 for the pro-forma adjustment recognised in connection with the NBCUniversal Media Partnership.

INDEPENDENT LIMITED ASSURANCE REPORT

The Financial Information has been reviewed by the Investigating Accountant in accordance with the Australian Standard on Assurance Engagements ASAE 3450 Assurance Engagements involving Corporate Fundraisings and/or Prospective Financial Information as stated in its Independent Limited Assurance Report set out in Section 6.

Investors should note the scope and limitations of the Independent Limited Assurance Report.

5.3 PRO FORMA HISTORICAL STATEMENT OF FINANCIAL POSITION

Table 5.1 sets out the Statutory Historical Statement of Financial Position and the pro forma adjustments that have been made to prepare the Pro Forma Historical Statement of Financial Position of PointsBet.

These adjustments take into account the effect of the impact of the NBCUniversal Media Partnership, proceeds of the Entitlement Offer and Placement and related transaction costs and pro forma adjustments as if they had occurred as at 30 June 2020.

The Pro Forma Historical Statement of Financial Position is provided for illustrative purposes only and is not represented as being necessarily indicative of PointsBet's view of its financial position upon completion of the Entitlement Offer and Placement or at a future date. Further information on the uses of funds of the Entitlement Offer and Placement is contained in Section 3.4.

Table 5.1 Statutory Historical Statement Of Financial Position And Pro Forma Historical Statement Of Financial Position

	NOTES	STATUTORY HISTORICAL AS AT 30 JUNE 2020 \$'000	IMPACT OF NBCUNIVERSAL PARTNERSHIP ¹ \$'000	IMPACT OF THE ENTITLEMENT OFFER AND PLACEMENT \$'000	PRO-FORMA HISTORICAL AS AT 30 JUNE 2020 \$'000
ASSETS					
Current assets					
Cash and cash equivalents	2	144,339	–	341,458	485,797
Trade and other receivables		272	–	–	272
Other current Assets		1,477	–	–	1,477
Total current assets		146,088	–	341,458	487,547
Non-current assets					
Financial assets held at amortised cost		220	–	–	220
Plant and equipment		3,236	–	–	3,236
Intangible assets		56,782	–	–	56,782
Other non-current assets	3	1,508	170,608	–	172,116
Right-of-use assets		8,337	–	–	8,337
Total non-current assets		70,084	170,608	–	240,692
Total assets		216,172	170,608	341,458	728,239
LIABILITIES					
Current Liabilities					
Trade and other payables	4	14,644	2,019	–	16,662
Employee benefit obligations		1,256	–	–	1,256
Provisions		275	–	–	275
Other financial liabilities		1,524	–	–	1,524
Other current liabilities		7,876	–	–	7,876
Lease liabilities		875	–	–	875
Total current liabilities		26,450	2,019	–	28,468
Non-current liabilities					
Other non-current liabilities		4,345	–	–	4,345
Employee benefit obligations		84	–	–	84
Financial liabilities	5	–	74,224	–	74,224
Lease liabilities		8,169	–	–	8,169
Total non-current liabilities		12,597	74,224	–	86,821
Total liabilities		39,047	76,243	–	115,289
NET ASSETS		177,125	94,366	341,458	612,950
EQUITY					
Share capital	6	261,758	64,350	302,708	628,817
Other reserves	7	8,850	31,101	39,456	79,406
Accumulated losses	8	(93,483)	(1,085)	(706)	(95,274)
Total equity		177,125	94,366	341,458	612,950

5 FINANCIAL INFORMATION

5.4 PRO-FORMA ADJUSTMENTS TO THE STATUTORY HISTORICAL STATEMENT OF FINANCIAL POSITION

NOTE	
1	<p data-bbox="225 595 421 651">NBCUniversal Media Partnership</p> <p data-bbox="453 595 1430 674">On 28 August 2020, the Company announced that its wholly owned subsidiary PointsBet USA Inc (PointsBet USA) and NBCUniversal Media LLC (NBC Universal), a subsidiary of Comcast Corporation, have entered into a five-year media partnership (NBCUniversal Media Partnership).</p> <p data-bbox="453 689 1445 831">Under the NBCUniversal Media Partnership, PointsBet USA will become the Official Sports Betting Partner of NBC Sports as part of a 5-year media partnership. PointsBet USA has committed to a total marketing spend during this period of US\$393 million, and NBCUniversal will subscribe for a 4.9% shareholding in PointsBet, and receive 66.88 million options maturing in five years (both conditional on Shareholder approval).</p>
2	<p data-bbox="225 864 379 920">Cash and cash Equivalents</p> <p data-bbox="453 864 1461 931">Cash and cash equivalents to increase by \$341.5 million to \$485.8 million on a pro-forma basis due to \$353.2 million gross proceeds from the Entitlement Offer and Placement, less the after-tax cash impact of unpaid Offer costs of \$11.7 million.</p>
3	<p data-bbox="225 965 416 1021">Other non-current assets</p> <p data-bbox="453 965 1422 987">Other non-current assets increases \$170.6 million to \$172.1 million on a pro-forma basis due to:</p> <ul style="list-style-type: none"> <li data-bbox="453 999 1445 1167">a. The recognition of a non-current prepayment for future marketing spend of \$65.3 million which represents an offset to the total cash marketing commitment across the five years under the NBCUniversal Media Partnership, subject to requirements under Section 5.4 (Note 5). NBCUniversal will be issued \$65.3 million of new fully paid ordinary shares in the Company representing a 4.9% ownership interest post Shareholder approval as specified in the NBCUniversal Subscription Agreement. <li data-bbox="453 1178 1461 1346">b. The recognition of a non-current prepayment for future marketing spend of \$105.3 million which represents an offset to the total cash marketing commitment across the five years under the NBCUniversal Media Partnership, subject to requirements under Section 5.4 (Note 5). This is in lieu of receiving the Consideration Options Value as consideration for the issue of 66.88 million Consideration Options over Shares in the Company maturing in 5 years, as specified in the NBCUniversal Subscription Agreement.
4	<p data-bbox="225 1379 395 1435">Trade and other payables</p> <p data-bbox="453 1379 1445 1424">Trade and other payables increases by \$2.0 million on a pro-forma basis due to the recognition of unpaid transaction costs related to the NBCUniversal Media Partnership.</p>
5	<p data-bbox="225 1458 424 1480">Financial liabilities</p> <p data-bbox="453 1458 1461 1626">Under the NBCUniversal Subscription Agreement, the Consideration Options Value of \$105.3 million received is refundable to NBCUniversal should NBCUniversal not exercise the options in accordance with the NBCUniversal Subscription Agreement. Therefore the 66.88 million Consideration Options over Shares in the Company represent a compound financial instrument with a debt and an equity component (refer to Section 5.3, Note 7), with the debt component classified as financial liabilities in the Pro-Forma Historical Statement of Financial Position.</p> <p data-bbox="453 1648 1445 1727">Financial liabilities increases by \$74.2 million on a pro-forma basis due to the recognition of the debt component of the 66.88 million Consideration Options over Shares issued to NBCUniversal in accordance with Australian Accounting Standards.</p> <p data-bbox="453 1749 1445 1861">The fair value of the debt component has been calculated at the discounted value of the future cash settled liability (being \$105.3 million) in accordance with the assumed repayment term per the NBCUniversal Subscription Agreement, being 5 years, and the Company's implied cost of debt, being 7.25%.</p>
6	<p data-bbox="225 1895 363 1917">Share capital</p> <p data-bbox="453 1895 1334 1917">Share capital increases by \$367.1 million on a pro-forma basis to \$628.8 million due to:</p> <ul style="list-style-type: none"> <li data-bbox="453 1928 1430 1973">a. the increase in share capital as a result of the NBCUniversal Media Partnership (\$64.4 million) being: <ul style="list-style-type: none"> <li data-bbox="485 1984 1398 2074">i. the issue of \$65.3 million of new fully paid ordinary shares in the Company representing a 4.9% ownership interest post Shareholder approval as specified in the NBCUniversal Subscription Agreement; less <li data-bbox="485 2085 1461 2130">ii. the after-tax portion of the transaction costs directly attributable to the new issue of ordinary share capital to NBCUniversal which are applied against share capital (\$0.9 million); and

NOTE																			
6	<p>Share capital</p> <p>b. the increase in share capital as a result of the Entitlement Offer and Placement (\$302.8 million) being the:</p> <p>i. \$353.2 million gross proceeds from the Entitlement Offer and Placement;</p> <p>ii. less the impact of the:</p> <p>A. New Options (\$39.5million) (refer to Note 7); and</p> <p>B. the after-tax portion of the transaction costs directly attributable to the new issue of ordinary share capital which are applied against Share capital (\$11.0 million).</p>																		
7	<p>Other reserves</p> <p>Other Reserves increases \$70.6 million on a pro-forma basis to \$79.4 million due to:</p> <p>a. the recognition of the equity component of the 66.88 million Consideration Options over Shares issued to NBCUniversal in accordance with Australian Accounting Standards; and</p> <p>b. the recognition of the 1 for 2 free attaching New Options for each New Share issued under the Entitlement Offer with an exercise price of \$13.00, and exercisable at any point until the expiry date of 2 years from the date of issuance, in accordance with Australian Accounting Standards.</p> <p>The equity component of the 66.88 million Consideration Options (\$31.1 million) represents the fair value of options determined in accordance with Australian Accounting Standards by reference to the fair value of services received and is equal to the Consideration Options Value (\$105.3 million) less the fair value of the debt component forgone should the Consideration Options be exercised (\$74.2 million), as per Note 5.</p> <p>Fair value of New Options:</p> <p>For the New Options to be granted, the valuation model inputs used to determine the fair value at the expected grant date, are as follows:</p> <table border="1" style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th></th> <th>GRANT DATE</th> <th>EXPIRY DATE</th> <th>SHARE PRICE AT GRANT DATE</th> <th>EXERCISE PRICE</th> <th>EXPECTED VOLATILITY</th> <th>DIVIDEND YIELD</th> <th>RISK-FREE INTEREST RATE</th> <th>FAIR VALUE AT GRANT DATE</th> </tr> </thead> <tbody> <tr> <td>New Options</td> <td>1 Oct 20</td> <td>30 Sep 22</td> <td>\$12.57¹</td> <td>\$13.00</td> <td>50.00%</td> <td>0.00%</td> <td>0.26%</td> <td>3.3485</td> </tr> </tbody> </table> <p>The fair value is determined by using the Binomial model taking into account the terms and conditions upon which the instruments were granted upon completion of the Offer.</p> <p>1. New Options valued using the theoretical price at which PointsBet shares trade immediately after the ex-date for the Entitlement Offer and the Placement assuming 100% take-up of the Entitlement Offer (TERP). This includes New Shares to be issued via the Placement. The TERP is a theoretical calculation only and the actual price at which PointsBet shares trade immediately after the ex-date for the Entitlement Offer and the Placement will depend on many factors and may not be equal to TERP. TERP is calculated by reference to PointsBet's closing price of A\$13.69 on Wednesday, 2 September 2020.</p>		GRANT DATE	EXPIRY DATE	SHARE PRICE AT GRANT DATE	EXERCISE PRICE	EXPECTED VOLATILITY	DIVIDEND YIELD	RISK-FREE INTEREST RATE	FAIR VALUE AT GRANT DATE	New Options	1 Oct 20	30 Sep 22	\$12.57 ¹	\$13.00	50.00%	0.00%	0.26%	3.3485
	GRANT DATE	EXPIRY DATE	SHARE PRICE AT GRANT DATE	EXERCISE PRICE	EXPECTED VOLATILITY	DIVIDEND YIELD	RISK-FREE INTEREST RATE	FAIR VALUE AT GRANT DATE											
New Options	1 Oct 20	30 Sep 22	\$12.57 ¹	\$13.00	50.00%	0.00%	0.26%	3.3485											
8	<p>Accumulated losses</p> <p>Costs not directly attributable to the issue of the New Shares upon Completion of the NBCUniversal Media Partnership, Entitlement Offer and Placement and recognised in the Statement of Financial Performance.</p>																		

5.5 LIQUIDITY AND CAPITAL RESOURCES

Following completion of the Entitlement Offer and Placement, the Company will have on a pro forma basis cash and cash equivalents of \$485.8 million as at 30 June 2020 arising from the NBCUniversal Media Partnership and the Entitlement Offer and Placement, of which \$9.0 million represents client cash held (offset by other current liabilities and other financial liabilities relating to pending bets). The Company expects that it will have sufficient cash to meet its short and medium term operational requirements and other business needs.

As part of its foreign exchange hedging strategy, the Company may at times enter spot or forward foreign exchange contracts where appropriate.

6 INDEPENDENT LIMITED ASSURANCE REPORT



RSM Corporate Australia Pty Ltd

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7 September 2020

The Board of Directors
PointsBet Holdings Limited
155 Cremorne Street
Cremorne VIC 3121

Dear Directors

INVESTIGATING ACCOUNTANT'S REPORT

Independent Limited Assurance Report on PointsBet Holdings Limited's pro forma financial information

We have been engaged by PointsBet Holdings Limited ("PointsBet" or "the Company") to report on certain pro forma financial information for inclusion in a prospectus dated on or about 7 September 2020 ("Prospectus").

The Prospectus relates to the Company's proposed Entitlement Offer of:

- 1 New Share for every 6.5 Shares held by Eligible Shareholders; and
- 1 New Option for every 2 New Shares issued,

at an offer price of \$6.50 per New Share, to raise up to \$153.2 million before the exercise of any New Options ("Offer").

Expressions and terms defined in the Prospectus have the same meaning in this report.

Scope

Pro Forma Historical Financial Information

You have requested RSM to review the pro forma historical financial information included in Section 5 of the Prospectus and comprising:

- the pro forma historical statement of financial position as at 30 June 2020; and
- the pro forma adjustments as described in Section 5 of the Prospectus.

collectively referred to as "the Pro Forma Historical Financial Information".

The Pro Forma Historical Financial Information has been derived from the audited Statutory Historical Statement of Finance Position of Pointsbet, adjusted for the transactions summarised in Section 5 of the Prospectus. The stated basis of preparation is the recognition and measurement requirements of Australian Accounting Standards and PointsBet's adopted accounting policies applied to the events or transactions to which the pro forma adjustments relate, as described in section 5 of the Prospectus, as if those events or transactions had occurred as at 30 June 2020.

THE POWER OF BEING UNDERSTOOD

AUDIT | TAX | CONSULTING

RSM Corporate Australia Pty Ltd is beneficially owned by the Directors of RSM Australia Pty Ltd. RSM Australia Pty Ltd is a member of the RSM network and trades as RSM. RSM is the trading name used by the members of the RSM network. Each member of the RSM network is an independent accounting and consulting firm which practices in its own right. The RSM network is not itself a separate legal entity in any jurisdiction.

RSM Corporate Australia Pty Ltd ABN 82 050 508 024 Australian Financial Services Licence No. 255847



Due to its nature, the Pro Forma Historical Financial Information does not represent PointsBet's actual or prospective financial position.

The Pro Forma Historical Financial Information is presented in the Prospectus in an abbreviated form, insofar as it does not include all the presentation and disclosures required by Australian Accounting Standards applicable to general purpose financial reports prepared in accordance with the *Corporations Act 2001*.

Directors' responsibility

The directors of PointsBet are responsible for the preparation and presentation of the Pro Forma Historical Financial Information, including the selection and determination of pro forma adjustments made to the Statutory Historical Financial Information and included in the Pro Forma Historical Financial Information.

This includes responsibility for such internal controls as the directors determine are necessary to enable the preparation of Statutory Historical Financial Information and the Pro Forma Historical Financial Information that are free from material misstatement, whether due to fraud or error.

Our responsibility

Our responsibility is to express a limited assurance conclusion on Pro Forma Historical Financial Information based on the procedures performed and the evidence we have obtained. We have conducted our engagement in accordance with the Standard on Assurance Engagement ASAE 3450 *Assurance Engagements involving Corporate Fundraisings and/or Prospective Financial Information*.

We made such enquiries, primarily of persons responsible for financial and accounting matters, and performed such procedures as we, in our professional judgment, considered reasonable in the circumstances including:

- a consistency check of the application of the stated basis of preparation, to the Pro Forma Historical Financial Information;
- a review of PointsBet's work papers, accounting records and other supporting documents;
- enquiry of directors, management personnel and advisors; and
- the performance of analytical procedures applied to the Pro Forma Historical Financial Information.

A review is substantially less in scope than an audit conducted in accordance with Australian Auditing Standards and consequently does not enable us to obtain reasonable assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.

Our engagement did not involve updating or re-issuing any previously issued audit or review report on any financial information used as source of the financial information.

6 INDEPENDENT LIMITED ASSURANCE REPORT



Conclusion

Pro Forma Historical Financial Information

Based on our review, which is not an audit, nothing has come to our attention that causes us to believe that the Pro Forma Historical Financial Information, as set out in Section 5 of the Prospectus, and comprising:

- the pro forma historical consolidated statement of financial position as at 30 June 2020; and
- the pro forma adjustments as described in Section 5 of the Prospectus,

is not presented fairly in all material aspects, in accordance with the stated basis of preparation, as described in Section 5 of the Prospectus.

Restriction on Use

Without modifying our conclusions, we draw attention to Section 5.3, which describes the purpose of the financial information, being for inclusion in the Prospectus. As a result, the financial information may not be suitable for use for another purpose.

Declaration of Interest

RSM Corporate Australia Pty Ltd does not have any interest in the outcome of this transaction other than the preparation of this report for which normal professional fees will be received.

Yours faithfully

A handwritten signature in blue ink, appearing to read 'A. Clifford'.

RSM CORPORATE AUSTRALIA PTY LTD
Andrew Clifford
Director

7 RISK FACTORS

7.1 INTRODUCTION

Eligible Shareholders should consider the specific and general risk factors described below, together with information contained elsewhere in this Prospectus, and consult their professional advisers before deciding whether to apply for New Securities pursuant to this Prospectus.

There are specific risks which relate directly to PointsBet's business. In addition, there are other general risks, many of which are largely beyond the control of the Company and the Directors. The risks identified in this Section, or other risk factors, may have a material impact on the financial performance of the Company and the market price of the Company's securities.

The following is not intended to be an exhaustive list of the risk factors to which PointsBet is exposed.

7.2 COMPANY SPECIFIC RISKS

a. Failure of Shareholders to approve the Equity Issuance to NBCUniversal

In partial satisfaction of the Company's obligation to make payment under the NBCUniversal Media Partnership, NBCUniversal will acquire an initial equity stake in the Company through the issue of Consideration Shares representing 4.9% of the Company's issued share capital, and will be issued 66.88 Consideration Options (the **Subscription Securities**). As at the date of this Prospectus, the issue of the Subscription Securities remains subject to Shareholder approval.

The issue of the Subscription Securities, and the exercise of the Consideration Options, is conditional on the necessary approvals under the Corporations Act and ASX Listing Rules in accordance with item 7 of section 611 of the Corporations Act. The Company will commission and provide to Shareholders an Independent Expert's Report on the issue of the Subscription Securities and their potential impact on the Company. This Report will be prepared on an independent basis and, accordingly, the Company does not know and will have no influence over how the independent expert will opine on the transaction.

There is no certainty that the Independent Expert's Report will opine that the issue of Subscription Securities is fair and reasonable or that Shareholders will approve the issue of Subscription Securities at the Annual General Meeting or at all.

Where Shareholder approval for the issue of the Subscription Securities is not obtained by 28 November 2020 (the **Sunset Date**), either party can terminate the NBCUniversal Subscription Agreement, in which case NBCUniversal has the right to terminate the NBCUniversal Media Partnership within 6 months of termination of the NBCUniversal Subscription Agreement. Where NBCUniversal does not elect to terminate, the NBCUniversal Media Partnership will remain on foot, and the equity stake will be converted into cash payable by the Company to NBCUniversal.

Where the NBCUniversal Media Partnership is terminated, the Company will cease to have the right to execute on the media plans as agreed under the NBCUniversal Media Partnership. This may have a significant adverse impact on the Company's future performance and prospects.

For further details on the NBCUniversal Media Partnership, see Section 2 of this Prospectus.

b. Impact of COVID-19 on sports events and ongoing risks to the business and the broader sports betting industry

The recent outbreak of the novel coronavirus (**COVID-19**), a virus causing potentially deadly respiratory tract infections, presents an emerging risk for the Company. Efforts to date to contain the effect of COVID-19 have included travel restrictions, restrictions on public gatherings, closure or severe restriction of certain business activities and, in some locations, restrictions on individuals leaving their homes. These efforts are tied to instances of COVID-19 case numbers in each jurisdiction and may intensify further where the COVID-19 outbreak in that jurisdiction continues to grow.

COVID-19 containment measures to date have, amongst other things, negatively affected economic conditions, caused a reduction in consumer spending and had a significant impact on the Company's operations.

Restrictions and Impact on Sporting Events

Since 12 March 2020, various sports seasons and sporting events in multiple countries, including in the United States and Australia, have been cancelled, postponed or dramatically restructured and large public gatherings have been banned. These changes have impacted customers' use of PointsBet's products and services, and, in some cases, in particular in the United States, the disruptions to sporting events have impacted revenues compared to pre COVID-19 expectations. Some sporting leagues have recommended and some have announced the intention to resume activity, but there is still uncertainty around whether they will be able to successfully execute on those plans on the proposed timeline or at all.

Similarly, while the 2020 National Football League (NFL) season is scheduled to commence on Thursday, 10 September 2020, there is no certainty that the season will be unaffected and could be cancelled, postponed or dramatically restructured as a result of COVID-19.

7 RISK FACTORS

These changes have significantly impacted the Company's business, and may materially impact its financial condition and results of operations depending on the length of time that these disruptions exist and whether the sports seasons and sporting events will ultimately be suspended, postponed, or cancelled.

Other Impacts

In addition to the above, COVID-19 may impact the Company in a variety of other areas. In particular, while the Company has taken prudent steps to protect its global staff, including moving to a work from home environment and prohibiting non-essential travel, if a large number of employees and/or a subset of key employees and executives are impacted by COVID-19, the Company's ability to continue to operate effectively may be negatively impacted.

The Company is awaiting certain changes to legislature in the United States, which may be delayed as a result of COVID-19. For more information see Section 7.2(d) below.

Finally, COVID-19 has been seen to, and is likely to continue to, have a significant impact on general market conditions in both the United States and Australia. For further discussions of the Company's exposure to market conditions see Section 7.3 below.

The ultimate severity of the COVID-19 outbreak is uncertain at this time and therefore the Company cannot predict the full impact it may have on its end markets and operations at this time. However, the effect on the Company's results could ultimately be material and adverse.

c The wagering industry is highly regulated

The provision of wagering services is subject to extensive laws, regulations and, where relevant, licence conditions (**Regulations**) in most jurisdictions. The Regulations vary from jurisdiction to jurisdiction but typically address the responsibility, financial standing and suitability of owners, Directors and operators, marketing and promotional activity, the jurisdictions where an operator is permitted to undertake its business, the use of personal data and anti-money laundering laws. In most jurisdictions, compliance costs associated with Regulations are material.

Changes to Regulations

Many of the Regulations are subject to change at any time and regulatory authorities may change their interpretation of the Regulations at any time, which may prohibit, restrict or further regulate the Company's operations in the future. As a general rule, regulatory authorities have a duty of procedural fairness to notify and consult with entities prior to making any material changes to Regulations, in particular licence conditions. However, any changes to Regulations may result in additional costs or compliance burden. Some aspects of compliance may be outside the control of the Company.

Breach of Regulations

Failure by the Company to comply with relevant Regulations may lead to penalties, sanctions or ultimately the revocation of relevant operating licences and may have an impact on licences in other jurisdictions. Further, any regulatory investigations or settlements could cause the Company to incur substantial costs (either by way of fines and penalties or as a result of successful customer claims), or require it to change its business practices in a manner materially adverse to its business.

Regulations differ across jurisdictions

Regulations vary from jurisdiction to jurisdiction, from open regimes to licence-based regimes to complete illegality. In addition, the regulation of online wagering is subject to the determination of where online sports betting takes place and which jurisdiction has authority over the activities and participants.

The Company is currently operating in multiple jurisdictions and seeking to expand its operations into more jurisdictions. Accordingly, as the Company grows it will be subject to a wide range of different and at times conflicting Regulations in each jurisdiction, together with potential uncertainty around the application of laws. This is expected to place an increased burden on the Company and its compliance, administration and technology functions.

If the Company is not successful in managing this increased burden, or if the Company's assessment of an area of legal uncertainty is found to be incorrect, the Company may breach a licence condition or other applicable Regulation, which could result in penalties, sanctions or ultimately the revocation of relevant operating licences or regulatory approvals.

d. United States specific regulatory risk

The Company's growth strategy includes expansion overseas, and in particular into the developing wagering industry in the United States.

The striking down by the United States Supreme Court of the Professional and Amateur Sports Protection Act of 1992 on 14 May 2018 paved the way for individual States to introduce legislation permitting sports betting. Each State may now introduce their own regulatory and licencing frameworks, however:

- i. there is no guarantee that States will move to legalise wagering; and
- ii. the timing of any enabling legislation or regulations, and the issuance of licences, cannot be assessed with any certainty in States that do move to legalise wagering.

There is also a risk that some States will delay legislation (particularly as economies recover from the impacts of COVID-19) or impose significant barriers to entry (such as restricting the number of permitted sports betting operators or limiting sports betting operations to retail premises) which may preclude the Company from gaining access to those States or place the Company at a disadvantage should competitors gain early access. This includes:

- iii. the States of Illinois, Colorado, Michigan, Ohio and West Virginia, in respect of which the Company has licence agreements in place and is awaiting legislative approval; and
- iv. the States of Virginia and Massachusetts, in respect of which the Company is targeting market entry during FY2021.

At this stage it is unknown whether the above regulatory changes will be delayed or otherwise impacted by the COVID-19 pandemic.

In addition, should enabling legislation be enacted, there is a risk that the Company may be unable to secure a commercial licence to operate in a State because the Company is unable to find or agree commercial terms with a suitable licence holder.

e. The Company is exposed to adverse changes in product fees, levies and taxes

The Company has commercial and regulatory payment obligations in the jurisdictions in which it operates. These obligations may be owed to a particular sporting body as "product fees" (for example, horse racing conducted in an Australian jurisdiction), payable under a commercial or statutory licence, or otherwise imposed by law as a tax, levy or fee. Any adverse changes to the Company's commercial and regulatory payment obligations, or the imposition of new levies, taxes or other duties or charges in any of these jurisdictions could materially and adversely affect the operations, financial performance and prospects of the Company.

f. System disruptions and outages

The integrity, reliability and operational performance of the Company's IT systems and third-party communication networks are critical to its operations. These IT systems and communication networks may be damaged or interrupted by increases in usage, human error, systems outages and failures, cyber-attacks, natural hazards or disasters, or similarly disruptive events. The Company's current systems may be unable to support a significant increase in online traffic or increased customer numbers, especially during peak times or events.

Like other wagering operators, the Company has experienced instances of service disruption. Any material or persistent failure or disruption of the Company's IT infrastructure or the telecommunications and/or other third-party infrastructure and services on which such infrastructure relies could lead to significant costs and disruptions that could reduce revenue, harm the Company's business reputation and have a material adverse effect on the operations, financial performance and prospects of the Company.

g. Cyber security risks

The Company's IT systems and networks, and those of its third-party service providers, may be vulnerable to cyber-attacks, unauthorised access, computer viruses and other security issues. These events could damage the integrity of the Company's reputation and business.

Any failure by the Company to detect and prevent any intrusion or other security breaches, including sabotage, hackers, viruses and cyberattacks, could have a material adverse effect on the operations, financial performance and prospects of the Company.

h. The Company may require additional capital to fund its growth plans

The Company may require additional capital in order to support and implement its growth plans. This is particularly so if the impacts of COVID-19 on the growth of the wagering industry continue on for an extended period of time.

The Company's ability to obtain additional capital, if and when required, will depend on its business plans, investor demand, the capital markets and other factors. If the Company is unable to obtain additional capital when required, or is unable to obtain additional capital on satisfactory terms, its ability to continue to support its business growth or to respond to business opportunities, challenges or unforeseen circumstances could be adversely affected.

Any additional equity financing will dilute shareholdings, and any debt financing, if available, may involve restrictions on the Company's operating activities.

7 RISK FACTORS

i. Card payment risk

Some clients may have difficulty making deposits into their PointsBet account due to specific policies by card issuers and banks to not allow gambling transactions, or to restrict transactions with merchants such as the Company, whose main business is conducted online. If clients have difficulty making deposits into their PointsBet account and are unable or unwilling to deposit funds using alternative methods, this could result in lower turnover for the Company.

j. PointsBet relies on third-party service providers for key business functions

The Company relies upon contracts with various third-party service providers to maintain continuous operation of its platform, servers, hosting services, payment processing, and various other key aspects of its business including the pricing and availability of its products.

There is a risk that these contracts could be terminated or not renewed at the end of their term, or the services and systems could be adversely affected by various factors such as damage, faulty or aging equipment, systems failures and outages, computer viruses, or misuse by staff or contractors.

The Company may also have disputes with its service providers for a range of reasons, which could lead to service disruptions until the dispute is resolved or a new service provider is engaged. This may involve the Company terminating its existing contract and engaging a new third-party service provider. Any disruption to third-party services may result in additional operational costs, cause a disruption to the Company's services and have a material impact on the Company's operations.

k. Risk of fraud

Wagering operators are exposed to schemes to defraud and there is a risk that the Company's products may be used for those purposes by its clients or employees. In these circumstances, the Company has a high degree of reliance on its employees.

While the Company has systems in place to protect against fraudulent play and other collusion between clients and employees, these systems may not be effective in all cases. This may require the Company to make unanticipated additional investments in its systems and processes.

If the Company suffers any fraudulent activities, the Company's business, performance, prospects, value, financial condition, and results of operations could be adversely affected.

l. Anti-money laundering

The wagering industry is exposed to schemes to launder money illegally and there is a risk that the Company's products may be used for those purposes by its clients or employees.

In addition, the Company's activities are subject to anti-money laundering regulations and anti-corruption laws, which may increase the costs of compliance, limit or restrict the Company's ability to do business or subject the Company to civil or criminal actions or proceedings.

m. Risks relating to the misuse or loss of personal information

The Company processes personal customer data and therefore must comply with strict data protection and privacy laws in Australia and other jurisdictions. The Company is exposed to the risk that this data could be wrongfully accessed and/or used, whether by employees, customers or other third parties, or otherwise inadvertently lost or disclosed or processed in breach of applicable data protection regulations. If the Company or any of the third-party service providers on which it relies fails to transmit customer information and payment details online in a secure matter or if a misuse or loss of personal customer data were to occur, the Company and its officers could face fines or penalties. This could also give rise to reputational damage to the Company and its brand.

n. Inability to manage expected future growth

The Company has experienced and, while the wagering industry has contracted somewhat through the COVID-19 pandemic, expects to continue to experience rapid growth. This has, and may continue to place, significant demands on its management, operational and financial resources. As the Company grows, it may encounter capacity constraint issues and more resources may be required to manage growth initiatives. If the Company fails to successfully manage its anticipated growth and change, the quality of its products may suffer, which could negatively affect its brand and reputation and harm its ability to retain and attract customers.

o. Systems upgrades

As the Company grows and continues to develop its products and services, it may undertake major IT projects or upgrades. These upgrades may include, for example, development of an online casino platform build-out, the automation of deployment infrastructure, an overhaul of existing marketing technology architecture and toolset, as well as standard upgrades such as new product features, upgrades to operational tools and platform enhancements.

During implementation of such upgrades, there is a risk that these upgrades will not integrate or operate successfully, resulting in errors or downtime of PointsBet's services. The upgrades may be incompatible with the Company's existing IT infrastructure, requiring a significant re-architecture or migration of older parts of its platform. Implementation of upgrades may also rely on the availability of key technical staff, who the Company may not be able to hire or retain in sufficient numbers to complete the desired upgrades.

p. Reliance on key personnel

The Company depends on the services of the management team as well as its technical, operational, marketing and management personnel.

Competition for suitably qualified personnel, including computer programmers and developers, is intense, and the Company cannot provide assurance that it will be able to attract or retain highly qualified personnel in the future.

If the Company is not able to retain its key employees and hire appropriate new employees, it may not be able to operate and grow its business as planned.

q. Exchange rate fluctuations may impact earnings

PointsBet's financial reports are prepared in Australian dollars however a proportion of PointsBet's revenues, costs and cash flows are generated in United States dollars. The proportion of overseas revenues, costs and cashflows generated by the Company is expected to grow and the Company will be exposed to additional currencies as it enters new markets.

Any adverse exchange rate fluctuations or volatility in the currencies in which PointsBet generates its revenues and cash flows, and incurs its costs, would have an adverse effect on the Company's future performance and position.

7.3 GENERAL RISKS

a. Economic conditions

General economic conditions, movements in interest and inflation rates and currency exchange rates may have an adverse effect on the Company's business and production activities, as well as on its ability to fund those activities.

The advent of the COVID-19 pandemic has thrown the global economy into relatively uncertain and unpredictable times.

b. Market conditions

The Company's business is particularly sensitive to reductions from time to time in discretionary consumer spending and demand for entertainment and leisure activities. Accordingly, the Company's performance will depend to a certain extent on a number of macro-economic factors outside its control which may impact the spending power and habits of its clients. General market conditions may also affect the value of the Company's quoted Shares (and Options to acquire quoted Shares) regardless of the Company's operating performance.

General market conditions are affected by many factors such as:

- i. general economic outlook;
- ii. introduction of tax reform or other new legislation;
- iii. interest rates and inflation rates;
- iv. changes in investor sentiment toward particular market sectors or the market generally;
- v. the demand for, and supply of, capital;
- vi. concerns regarding pandemics, epidemics and the spread of contagious diseases;
- vii. domestic unrest, terrorism or other hostilities; and
- viii. natural disasters such as floods, fires or drought.

Consumer spending and the market generally may be affected by unfavourable changes in general economic conditions, including recessions, economic slowdowns, sustained high levels of unemployment, and rising prices or the perception by consumers of weak or weakening economic conditions. Any significant or prolonged decrease in consumer spending on entertainment or leisure activities could adversely affect the demand for the Company's products.

The market price of securities can fall as well as rise and may be subject to varied and unpredictable influences on the market for equities in general and stocks in the wagering industry more specifically. Such uncertainty in the equity markets has never been as apparent as it has during the COVID-19 pandemic and it is anticipated that the pandemic will continue to impact market volatility in the next year at least.

Neither the Company nor the Directors warrant the future performance of the Company or any return on an investment in the Company.

7 RISK FACTORS

c. Litigation

There is a risk that the Company may in future be the subject of or required to commence litigation. There is, however, no litigation, mediation, conciliation or administrative proceeding taking place, pending or threatened against the Company.

d. Tax risks

Changes to the rate of taxes imposed on PointsBet (including in overseas jurisdictions in which PointsBet operates now or in the future) or tax legislation generally may affect PointsBet and its Shareholders. In addition, an interpretation of Australian tax laws by the Australian Taxation Office that differs to PointsBet's interpretation may lead to an increase in PointsBet's tax liabilities and a reduction in Shareholder returns.

Personal tax liabilities are the responsibility of each individual investor. PointsBet is not responsible either for tax or tax penalties incurred by investors.

e. Underwriting risk

PointsBet has entered into the Offer Management and Underwriting Agreement with Bell Potter (the Underwriter) and MST Financial Services (the Junior Lead Manager and together with Bell Potter, the Joint Lead Managers), pursuant to which the Joint Lead Managers have agreed to joint lead manage the Offer Management and Underwriting Agreement and the Underwriter has agreed to fully underwrite the Entitlement Offer, subject to the terms and conditions of the Offer Management and Underwriting Agreement.

The Underwriter's obligation to underwrite the Entitlement Offer is conditional on certain customary matters, including PointsBet delivering certain certificates, sign-offs and opinions. If certain events occur, the Underwriter may terminate the Offer management and Underwriting Agreement.

Termination of the Underwriting Agreement would have an adverse impact on the amount of proceeds raised under the Offer. In these circumstances, PointsBet would need to source alternative funding to meet its capital needs, which could adversely affect PointsBet's business and financial condition. There is no certainty that alternative funding could be obtained on satisfactory terms, or at all.

f. Risks associated with renouncing retail entitlements

Prices of the Retail Entitlements may rise and fall over the Entitlement trading period. If you do not sell or take up your Entitlement, there is no guarantee that any value will be received for your Entitlement when it is sold on your behalf in the Retail Shortfall Bookbuild. The ability to sell Entitlements under a bookbuild and the ability to obtain any value for them will be dependent on various factors, including market conditions. Further, the bookbuild price may not be the highest price available, but will be determined having regard to a number of factors, including having binding and bona fide offers which, in the reasonable opinion of the Joint Lead Managers will, if accepted, result in allocations acceptable to each of them and the Company to clear the entire book. To the maximum extent permitted by law, PointsBet, the Joint Lead Managers and any of their respective related bodies corporate, affiliates, directors, officers, partners, employees, representatives, agents, consultants or advisers, will not be liable, including for negligence, for any failure to procure any applications for shares offered under the Entitlement Offer or any proceeds for Entitlements offered under the bookbuild at prices in excess of the Entitlement Offer price or at all.

g. Liquidity

There can be no guarantee of an active market in PointsBet Shares. There may be relatively few potential buyers or sellers of Shares on the ASX at any time. This may increase the volatility of the market price of Shares. It may also affect the prevailing market price at which Shareholders are able to sell their Shares.

h. Inflation rates

Higher than expected inflation rates could lead to increased development and/or operating costs. If such increased costs cannot be offset by increased revenue, this could impact PointsBet's future financial performance

i. Australian Accounting Standards may change

Australian Accounting Standards are set by the AASB and are outside the control of PointsBet. The AASB regularly introduces new or refined Australian Accounting Standards, which may affect future measurement and recognition of key statements of profit and loss and balance sheet items, including revenue and receivables.

There is also a risk that interpretations of existing Australian Accounting Standards, including those relating to the measurement and recognition of key statements of profit and loss and balance sheet items, may differ. Changes to Australian Accounting Standards issued by the AASB, or changes to commonly held views on the application of those standards, could materially adversely affect the financial performance and position reported in PointsBet's consolidated financial statements.

j. Interest rates

PointsBet does not currently have any material debt. If PointsBet borrows money in the future, it will be exposed to increases in interest rates which would increase the cost of servicing PointsBet's debts.

k. Speculative investment

The above list of risk factors ought not to be taken as exhaustive of the risks faced by the Company or by investors in the Company. The above factors, and others not specifically referred to above, may in the future materially affect the financial performance of the Company and the value of the securities offered under this Prospectus.

Therefore, the New Securities to be issued pursuant to this Prospectus (and the underlying Shares) carry no guarantee with respect to the payment of dividends, returns of capital or the market value of those securities.

Potential investors should consider that an investment in the Company is speculative and should consult their professional advisers before deciding whether to apply for New Securities pursuant to this Prospectus.

7.4 CAUTIONARY STATEMENT

Statements in this Prospectus may be forward looking statements.

Forward looking statements can be identified by the use of forward looking terminology such as, but not limited to, 'may', 'will', 'expect', 'anticipate', 'estimate', 'would be', 'believe', or 'continue' or the negative or other variations of comparable terminology. These statements are subject to risks and uncertainties that could cause actual results to differ materially from those projected. The Directors' expectations, beliefs and projections are expressed in good faith and are believed to have a reasonable basis. They are based on, among other sources, the examination of historical operating trends, data in the Company's records and other data available from third parties. There can be no assurance, however, that the Directors' expectations, beliefs or projections will give the results projected in the forward looking statements. Investors should not place undue reliance on these forward looking statements.

8 HOW TO APPLY

8.1 SHAREHOLDER'S CHOICES

The number of New Securities that Eligible Retail Shareholders are entitled to under the Entitlement Offer (i.e. their Entitlement) is shown on their personalised Entitlement and Acceptance Form, which is accessible on the Offer Website at www.pbhoffer.com.au.

Eligible Retail Shareholders may:

- a. take up their Entitlement in full (refer to Section 8.2);
- b. sell all or part of their Entitlement on ASX (refer to Section 8.3);
- c. sell all or part of their Entitlement by transferring it directly to another person (refer to Section 8.4); or
- d. do nothing and let their Entitlement be offered for sale in the Retail Shortfall Bookbuild (refer to Section 8.5).

Ineligible Shareholders may not take up any of their Entitlements.

Your completed Entitlement and Acceptance Form must be submitted online at the Offer Website located at www.pbhoffer.com.au. PointsBet may reject any Entitlement and Acceptance Form that is not correctly completed or that is received after the Retail Entitlement Offer Closing Date.

The Retail Entitlement Offer Closing Date is 5.00pm (Melbourne time) on Tuesday, 22 September 2020 (unless varied by PointsBet, in accordance with the ASX Listing Rules).

8.2 TAKE UP ALL OR PART OF YOUR ENTITLEMENT

If you wish to take up part or all of your Entitlement, please follow the instructions on the Offer Website at www.pbhoffer.com.au.

You will need to provide your Securityholder Reference Number (**SRN**) or Holder Identification Number (**HIN**) and postcode to access the online application system and follow the instructions provided, including paying your Application Monies via BPAY using the details set out in your personalised Entitlement and Acceptance Form.

For New Zealand Shareholders only, you will be provided with alternative electronic funds transfer (**EFT**) payment arrangements for the payment of your Application Monies on your Entitlement and Acceptance Form. Where you do not have an account that supports BPAY transactions to an Australian bank account, please make your payment via EFT using the details set out in your Entitlement and Acceptance Form.

Please allow enough time to submit your Application so that your Application Monies are received by the Share Registry by no later than 5.00pm (Melbourne time) on Tuesday, 22 September 2020.

PointsBet reserves the right (in its absolute discretion) to reduce the number of New Securities issued (or any Retail Premium paid to Eligible Retail Shareholders, or persons claiming to be Eligible Retail Shareholders), if it believes their claims to be overstated or if they or their nominees fail to provide information to substantiate their claims to the Company's satisfaction.

Eligible Retail Shareholders are not able to apply for New Securities in excess of their Entitlement as set out in their personalised Entitlement and Acceptance Form.

8.3 SELL ALL OR PART OF YOUR ENTITLEMENT ON ASX

If you wish to sell all or part of your Entitlement on ASX, you should instruct your stockbroker and provide details as requested from your personalised Entitlement and Acceptance Form. Allow sufficient time for your instructions to be carried out by your stockbroker.

Please note you may incur brokerage if you choose to sell your Entitlement on ASX.

Entitlement trading on ASX starts on a deferred settlement basis at 10.00am (Melbourne time) on Wednesday, 9 September 2020 and ceases at 4.00pm (Melbourne time) on Tuesday, 15 September 2020. There is no guarantee that there will be a liquid market in traded Entitlements. A lack of liquidity may impact your ability to sell your Entitlement on ASX and the price you may be able to achieve.

This Prospectus, along with your personalised Entitlement and Acceptance Form, will be available for download from the Offer Website at www.pbhoffer.com.au by Friday, 11 September 2020.

PointsBet will have no responsibility and disclaims all liability (to the maximum extent permitted by law) to you if you trade your Entitlement before the Retail Entitlements are allotted, or before you are able to access your personalised Entitlement and Acceptance Form (whether on the basis of confirmation of the allocation provided by the Company or the Share Registry, as a result of a failure to maintain your updated details on the Share Registry or otherwise).

If you wish to sell part of your Entitlement on ASX and let the balance be sold into the Retail Shortfall Bookbuild, follow the procedures above in respect of the part of your Entitlement you wish to sell on ASX, and do nothing in respect of the balance.

You will receive the Retail Premium (if any) in respect of those Entitlements sold through the Retail Shortfall Bookbuild.

Prices obtainable for Retail Entitlements may rise and fall over the Retail Entitlement trading period and will depend on many factors including the demand for and supply of Entitlements on ASX and the value of existing PointsBet Shares relative to the Offer Price. If you sell your Entitlement in the Retail Entitlement trading period, you may receive a higher or lower amount than a Shareholder who sells their Entitlements at a different time in the Retail Entitlement trading period or through the Retail Shortfall Bookbuild.

If you sell your Entitlement, you will forgo any exposure to increases or decreases in the value of the New Securities had you taken up that Entitlement. Your percentage shareholding in PointsBet will also be diluted.

8.4 TRANSFER ALL OF PART OF YOUR ENTITLEMENT OTHER THAN ON ASX

If you wish to transfer all or part of your Entitlement other than on ASX, you and your transferee must complete and forward a Renunciation and Transfer Form to the Share Registry in relation to the part of your Entitlement that you wish to transfer.

You can obtain a Renunciation and Transfer Form through the PointsBet Offer Information Line on 1300 157 209 (within Australia) or +61 3 9415 4153 (outside Australia) or from your stockbroker.

The transferee must then send their Application Monies directly to the Share Registry. This can be:

- In the form of a cheque, bank draft or money order:
 - payable to "PointsBet Holdings Limited" and crossed "Not Negotiable";
 - for an amount equal to \$6.50 multiplied by the number of New Shares that the transferee is applying for; and
 - in Australian currency drawn on an Australian branch of a financial institution.

The cheque, bank draft or money order should be enclosed with the Renunciation and Transfer Form, or otherwise sent separately by the transferee together with key identifying details from the Renunciation and Transfer Form, such as the transferor's SRN or HIN.

- Paid by EFT, using payment details obtained by contacting the PointsBet Offer Information Line. Transferees should please follow the directions in Section 8.7(b) when making an EFT payment.

Cash payments will not be accepted, and receipts for payment will not be issued.

Transferees are not required to complete an Entitlement and Acceptance Form, but are taken to make the declarations, representations and warranties on that Entitlement and Acceptance Form and in Section 8.8 below.

The Renunciation and Transfer Form as well as the transferee's Application Monies must be received by the Share Registry no later than 5.00pm (Melbourne time) on Tuesday, 22 September 2020 at the following mailing address:

PointsBet Holdings Limited
C/- Computershare Investor Services Pty Limited
GPO Box 505
Melbourne VIC 3001 Australia

If applicable, the transferee must ensure that cleared funds are held in their account as their cheque, bank draft or money order will be banked as soon as it is received. Transferees should also consider postal and cheque clearance timeframes in order to meet the payment deadline. Accordingly, transferees are strongly encouraged to pay by EFT. If the amount of Application Monies received (or the amount for which the cheque, bank draft or money order clears in time for allocation) is insufficient to pay in full for the number of New Securities the transferee has applied for under the Renunciation and Transfer Form, the transferee will be taken to have applied for such lower whole number of New Securities as their cleared Application Monies will pay for (and to have specified that number of New Securities on the Renunciation and Transfer Form).

If the Share Registry receives both a completed Renunciation and Transfer Form and an Application for New Securities in respect of the same Entitlement, the transfer will take priority over the Application.

If you wish to transfer part of your Entitlement and allow the balance to be sold into the Retail Shortfall Bookbuild, follow the procedures above in respect of the part of your Entitlement you wish to transfer, and do nothing in respect of the balance. You will receive the Retail Premium (if any) in respect of the amount of your Entitlement sold through the Retail Shortfall Bookbuild.

If you transfer your Entitlement, you will forgo any exposure to increases or decreases in the value of the New Securities had you taken up that Entitlement. Your percentage shareholding in PointsBet will also be diluted.

You may only transfer your Entitlement in this way to a purchaser whose address is in Australia or New Zealand, who is not in the United States and is not acting for the account or benefit of a person in the United States. Persons that are in the United States or that are acting for the account or benefit of a person in the United States will not be eligible to purchase, trade, take up or exercise Entitlements. You should inform any transferee of these restrictions.

8 HOW TO APPLY

8.5 LET YOUR RETAIL ENTITLEMENT BE SOLD ON THE RETAIL SHORTFALL BOOKBUILD

Any of your Entitlements which you do not take up, sell or transfer will be sold through the Retail Shortfall Bookbuild on Friday, 25 September 2020 to Eligible Institutional Shareholders. You will receive the Retail Premium (if any) in respect of the amount of your Entitlement sold through the Retail Shortfall Bookbuild.

By allowing your Entitlement to be sold through the Retail Shortfall Bookbuild, you will forgo any exposure to increases or decreases in the value of the New Securities had you taken up your Entitlement (or any value for your Entitlement which may have been achieved through its sale on ASX or otherwise). Your percentage shareholding in PointsBet will also be diluted.

8.6 INELIGIBLE RETAIL SHAREHOLDERS

Ineligible Retail Shareholders will receive the Retail Premium (if any) for Entitlements that have been sold on their behalf into the Retail Shortfall Bookbuild.

8.7 PAYMENT FOR YOUR ENTITLEMENT

If in Australia, you are required to pay your Application Monies using BPAY.

For New Zealand Shareholders only, you will be provided with alternative electronic funds transfer (EFT) payment arrangements for the payment of your Application Monies on your Entitlement and Acceptance Form. Where you do not have an account that supports BPAY transactions to an Australian bank account, please make your payment via EFT using the details set out in your Entitlement and Acceptance Form (refer to Section 8.7(b) below).

Other than as set out in Section 8.4 above, cash, cheque, bank draft or money order cash payments will not be accepted. Receipts for payment will not be issued.

PointsBet will treat you as applying for as many New Securities as your payment will pay for in full up to your Entitlement.

Any Application Monies received for more than your final allocation of New Shares will be refunded as soon as practicable after the close of the Retail Entitlement Offer. No interest will be paid to Applicants on any Application Monies received or refunded.

a. Payment by BPAY

For payment by BPAY, please follow the instructions on the Offer Website and your personalised Entitlement and Acceptance Form, available at www.pbhoffer.com.au. You can only make payment via BPAY if you are the holder of an account with an Australian financial institution that supports BPAY transactions.

Please make sure you use the specific Biller Code and your unique Customer Reference Number (**CRN**) on your personalised Entitlement and Acceptance Form. If you have multiple holdings and consequently receive more than one personalised Entitlement and Acceptance Form, when taking up your Entitlement in respect of one of those holdings only use the CRN specific to that holding. If you do not use the correct CRN specific to that holding your Application will not be recognised as valid.

Please note that by paying by BPAY:

- you do not need to submit a paper copy of your personalised Entitlement and Acceptance Form but are taken to make the declarations, representations and warranties on that Entitlement and Acceptance Form and in Section 8.8 below; and
- if you do not pay for your full Entitlement you are deemed to have taken up your Entitlement in respect of such whole number of New Securities which is covered in full by your Application Monies.

It is your responsibility to ensure that your BPAY payment is received by the Share Registry by no later than 5.00pm (Melbourne time) on Tuesday, 22 September 2020. You should be aware that your financial institution may implement earlier cut-off times with regard to electronic payment and you should therefore take this into consideration in the timing of when you make payment.

b. Payment by EFT

If you are a New Zealand Shareholder who does not have an account that supports BPAY transactions to an Australian bank account, you should submit your personalised Entitlement and Acceptance Form online via the Offer Website in accordance with the instructions on the form. Please then please contact the PointsBet Offer Information Line for alternative electronic funds transfer (EFT) payment arrangements for the payment of your Application Monies.

It is your responsibility to ensure that your EFT payment is received by the Share Registry by no later than 5.00pm (Melbourne time) on Tuesday, 22 September 2020. You should be aware that your financial institution may implement earlier cut-off times with regards to electronic payment and you should therefore take this into consideration when making payment.

Your EFT payment must be:

- for an amount equal to A\$6.50 multiplied by the number of New Securities that you are applying for; and
- in Australian currency.

Where you will be making an EFT payment from New Zealand dollars (or other currency), please ensure that sufficient funds are transferred to cover all currency conversion costs so that the full amount of your Application Monies is received by the Share Registry. If the amount of your EFT payment for Application Monies (or the amount for which the EFT payment clears in time for allocation) is insufficient to pay in full for the number of New Securities you have applied for in your personalised Entitlement and Acceptance Form, you will be taken to have applied for such lower whole number of New Securities as your cleared Application Monies will pay for (and to have specified that number of New Securities on your personalised Entitlement and Acceptance Form). Alternatively, your Application will not be accepted.

8.8 ELIGIBLE SHAREHOLDER DECLARATIONS

A completed Application, or a payment made through BPAY or EFT, constitutes a binding offer to acquire New Securities on the terms and conditions set out in this Prospectus and, once lodged or paid, cannot be withdrawn. If the Entitlement and Acceptance Form is not completed correctly it may still be treated as a valid application for New Securities. The Directors' decision whether to treat an acceptance as valid, and how to construe, amend or complete the Entitlement and Acceptance Form, is final.

By completing and submitting your Entitlement and Acceptance Form on the Offer Website or making a payment by BPAY or EFT, you will be deemed to have acknowledged, represented and warranted for the benefit of the Company and the Joint Lead Managers, on behalf of each person on whose account you are acting that you are an Eligible Retail Shareholder and:

- a. you have received, read and understand this Prospectus and your Entitlement and Acceptance Form in their entirety;
- b. you agree to be bound by the terms and conditions of the Entitlement Offer, the provisions of this Prospectus, your personalised Entitlement and Acceptance Form, and the Constitution;
- c. you authorise the Company to register you as the holder(s) of New Securities allotted to you;
- d. all details and statements in the Entitlement and Acceptance Form are complete, accurate and up to date;
- e. you are over 18 years of age and have full legal capacity and power to perform all of your rights and obligations under the Entitlement and Acceptance Form;
- f. you accept that there is no cooling off period under the Entitlement Offer and that once the Company receives your Entitlement and Acceptance Form or any payment of Application Monies (via BPAY or any other form of payment), you may not withdraw your Application or funds provided except as allowed by law;
- g. you agree to apply for and be issued up to the number of New Securities specified in the Entitlement and Acceptance Form, or for which you have submitted payment of any Application Monies via BPAY or any other form of payment, at the Offer Price per New Share;
- h. you authorise the Company, the Joint Lead Managers, the Share Registry and their respective officers and agents to do anything on your behalf necessary for New Securities to be issued to you, including to act on instructions of the Share Registry upon using the contact details set out in your Entitlement and Acceptance Form;
- i. you acknowledge and agree that:
 - i. determination of eligibility of investors for the purposes of the institutional or retail components of the Entitlement Offer is determined by reference to a number of matters, including legal and regulatory requirements, logistical and registry constraints and the discretion of PointsBet and/or the Joint Lead Managers; and
 - ii. each of PointsBet and the Joint Lead Managers, and each of their respective affiliates, disclaim any duty or liability (including for negligence) in respect of that determination and the exercise or otherwise of that discretion, to the maximum extent permitted by law;
- j. you declare that you are the registered holder(s) at the Record Date of the Shares indicated on the Entitlement and Acceptance Form as being held by you and you did not receive an invitation to participate in the Institutional Entitlement Offer either directly or through a nominee, are not an Ineligible Institutional Shareholder under the Institutional Entitlement Offer and are otherwise eligible to participate in the Retail Entitlement Offer;
- k. the information contained in this Prospectus and your Entitlement and Acceptance Form is not investment advice nor a recommendation that New Securities are suitable for you given your investment objectives, financial situation or particular needs;
- l. you acknowledge the statement of risks in the "Risk Factors" outlined in Section 7 of this Prospectus, and that investments in the Company are subject to risks, not all of which are disclosed in this Prospectus;
- m. you acknowledge that none of the Company or the Joint Lead Managers or their respective related bodies corporate and affiliates and their respective directors, officers, partners, employees, representatives, agents, consultants or advisers, guarantees the performance of the Company, nor do they guarantee the repayment of capital;

8 HOW TO APPLY

- n. you agree to provide (and direct your nominee or custodian to provide) any requested substantiation of your eligibility to participate in the Entitlement Offer and of your holding of Shares on the Record Date;
- o. you authorise the Company to correct any errors in your Entitlement and Acceptance Form or other form provided by you;
- p. you represent and warrant that the law of any place does not prohibit you from being given this Prospectus and the Entitlement and Acceptance Form, nor does it prohibit you from making an Application for New Securities and that you are otherwise eligible to participate in the Retail Entitlement Offer;
- q. you are an Eligible Retail Shareholder and are not in the United States and are not a person acting for the account or benefit of a person in the United States;
- r. you acknowledge that the New Securities and the Entitlements have not been, and will not be, registered under the US Securities Act and may not be offered or sold, directly or indirectly, in the United States absent registration except in a transaction exempt from, or not subject to, the registration requirements of the US Securities Act and any other applicable securities laws;
- s. you have not and will not send any materials relating to the Retail Entitlement Offer to any person in the United States or any other country outside Australia and New Zealand;
- t. if in the future you decide to sell or otherwise transfer the New Securities or the Entitlements, you will only do so in transactions exempt from, or not subject to, the registration requirements of the US Securities Act, including in regular way transactions on the ASX or otherwise where neither you nor any person acting on your behalf know, or has reason to know, that the sale has been pre-arranged with, or that the purchaser is, a person in the United States or a person acting for the account or benefit of a person in the United States;
- u. if you are acting as a nominee or custodian, (i) each beneficial holder on whose behalf you are submitting the Entitlement and Acceptance Form is resident in Australia or New Zealand or is an Institutional Investor in a Permitted Jurisdiction, (ii) you are not acting for the account or benefit of a person in the United States and (iii) will not send any materials relating to the Retail Entitlement Offer to any person in the United States or any country where it would be illegal; and
- v. you make all other representations and warranties set out in this Prospectus.

8.9 REPRESENTATIONS BY ACQUIRERS OF ENTITLEMENTS

Investors who acquire Entitlements on ASX or otherwise will, by acquiring those Entitlements, and by applying to take up all or part of those Entitlements, be deemed to agree to make and be subject to the representations, declarations, warranties and agreements in Section 8.8 (with references to the Entitlement and Acceptance Form to be read as including any other form provided or required to be provided to the Company, the Share Registry or the person's stockbroker). Investors should note that if you purchase Entitlements in a transaction on ASX or otherwise, in order to take up or exercise those Entitlements and subscribe for New Securities, you:

- a. must be a resident in Australia or New Zealand or resident in a jurisdiction in which the Company has determined (at its absolute discretion) that it can make an offer to you under the Retail Entitlement Offer without disclosure and in compliance with applicable law; and
- b. must not be in the United States or acting for the account or benefit of a person in the United States.

If you do not satisfy the above conditions, you will not be entitled to take up Entitlements or subscribe for New Securities. It is the responsibility of purchasers of Entitlements to inform themselves of the eligibility criteria for exercise. If holders of Entitlements after the end of the trading period do not meet the eligibility criteria, they will not be able to take up or exercise the Entitlements. In the event that holders are not able to take up their Entitlements, those Entitlements will lapse and the holder will not receive any value for them.

8.10 VALIDITY OF ENTITLEMENT AND ACCEPTANCE FORMS

An Entitlement and Acceptance Form may only be distributed with, attached to or accompany a complete and unaltered copy of this Prospectus. By completing and lodging an Entitlement and Acceptance Form on the Offer Website, the Applicant represents and warrants that they have personally received a complete and unaltered copy of this Prospectus before completing the Entitlement and Acceptance Form.

The Company will not accept a completed Entitlement and Acceptance Form if it has reason to believe the Applicant has not received a complete copy of the Prospectus or it has reason to believe that the Entitlement and Acceptance Form has been altered in any way.

8.11 BROKERAGE AND STAMP DUTY

No brokerage fee is payable by Eligible Shareholders who accept their Entitlement. No stamp duty is payable for subscribing for New Securities under the Entitlement Offer.

8.12 NOTICE TO NOMINEES AND CUSTODIANS

The Entitlement Offer is being made to all Eligible Shareholders. Nominees with registered addresses in the eligible jurisdictions, irrespective of whether they participate under the Institutional Entitlement Offer, may also be able to participate in the Retail Entitlement Offer in respect of some or all of the beneficiaries on whose behalf they hold existing Shares, provided that the applicable beneficiary would satisfy the criteria for an Eligible Retail Shareholder.

Nominees and custodians who hold Shares as nominees or custodians will shortly receive a letter from the Company. Nominees and custodians should consider carefully the contents of that letter and note in particular that the Retail Entitlement Offer is not available to, and they must not sell or transfer Entitlements in respect of or purport to accept the Retail Entitlement Offer in respect of:

- a. beneficiaries on whose behalf they hold Existing Shares who would not satisfy the criteria for an Eligible Retail Shareholder;
- b. Eligible Institutional Shareholders who receive an offer to participate in the Institutional Entitlement Offer (whether they accepted their Entitlement or not);
- c. Ineligible Institutional Shareholders who are ineligible to participate in the Institutional Entitlement Offer; or
- d. Shareholders who are not eligible under all applicable securities laws to receive an offer under the Retail Entitlement Offer.

In particular, persons acting as nominees for other persons may not take up Entitlements on behalf of, or send any documents relating to the Retail Entitlement Offer to, any person in the United States or elsewhere outside Australia and New Zealand, except to (i) Institutional Investors in other Permitted Jurisdictions and (ii) as the Company may agree upon request taking into account applicable securities laws. Persons in the United States and persons acting for the account or benefit of persons in the United States will not be able to purchase or trade Retail Entitlements on ASX or otherwise, or take up or exercise Retail Entitlements purchased on ASX or otherwise and may receive no value for any such Entitlements held.

The Company is not required to determine whether or not any registered holder is acting as a nominee or the identity or residence of any beneficial owners of Shares or Entitlements. Where any holder is acting as a nominee for a foreign person, that holder, in dealing with its beneficiary, including following acquisition of Entitlements on ASX or otherwise, will need to assess whether indirect participation by the beneficiary in the Entitlement Offer is compatible with applicable foreign laws. For further information on foreign selling restrictions, see Annexure C.

8.13 INFORMATION AVAILABILITY

Eligible Shareholders can obtain a copy of this Prospectus from PointsBet's website at www.pbhoffer.com.au, the ASX website at www.asx.com.au or by calling the PointsBet Offer Information Line on 1300 157 209 (from within Australia) and +61 3 9415 4153 (from outside Australia) at any time from 8.30am to 5.00pm (Melbourne time) Monday to Friday (excluding public holidays) during the Retail Entitlement Offer Period. Shareholders who access the electronic version of this Prospectus should ensure that they download and read the entire Prospectus. The Entitlement and Acceptance Form attached to this Prospectus must be used within Australia or New Zealand. An Entitlement and Acceptance Form cannot be downloaded without also downloading this Prospectus.

8.14 WITHDRAWAL OF THE ENTITLEMENT OFFER

Subject to applicable law, the Company reserves the right to withdraw the Entitlement Offer at any time before the issue of New Securities, in which case the Company will refund any Application Monies already received in accordance with the Corporations Act and will do so without interest being payable to Applicants.

To the fullest extent permitted by law, you agree that any Application Monies paid by you to PointsBet will not entitle you to receive any interest and that any interest earned in respect of Application Monies will belong to PointsBet.

9 RIGHTS AND LIABILITIES ATTACHING TO SECURITIES

9.1 OPTIONS

The New Options to be issued under the Prospectus pursuant to the Entitlement Offer will have an exercise price of \$13.00 and will expire on 30 September 2022.

This Prospectus has been prepared, in part, to ensure that the relief provided under ASIC Instrument 2016/80 is available to New Option holders. Instrument 2016/80 provides relief from the on-sale provisions of section 707 of the Corporations Act and will relieve the need for any further disclosure to be made prior to the on-sale of New Shares issued following the exercise of New Options, within 12 months of their date of issue. As a consequence, Eligible Shareholders will be able to immediately trade on ASX any New Shares issued to them on exercise of their New Options.

The terms of issue of the New Options is set out in Annexure A of this Prospectus.

9.2 SHARES

A summary of the key rights attaching to the Shares is set out below. The provisions of the Constitution relating to the rights attaching to the Shares must be read subject to the Corporations Act, the ASX Listing Rules and the ASX Settlement Operating Rules. This summary is not intended to be exhaustive and does not constitute a definitive statement of the rights, liabilities and restrictions attaching to the Shares.

a. Gaming Approvals

The Company operates in a highly regulated environment and is required to hold licences in the jurisdictions in which it operates. Rule 15 of the Constitution allows the Company to sell a Shareholder's Shares, where that shareholding may result in a regulatory licence being revoked, suspended, refused or made subject to adverse conditions. Rule 15 sets out the circumstances in which the Company can invoke this right and the process the Company must follow when selling Shares, including the calculation of price. Rule 16 provides that the appointment of a Director (or relevant officer) shall immediately terminate if the Company receives notice from any gaming authority, that the person is required to resign from office, is not a fit and/or proper person to hold the relevant office, or the person would or may jeopardise any licence, registration or qualification granted or issued by that gaming authority.

b. Voting at a General Meeting

At a general meeting of the Company, every Shareholder present in person or by proxy, representative or attorney has one vote on a show of hands and, on a poll, one vote for each Share held (with adjusted voting rights for partly paid shares). If the votes are equal on a proposed resolution, the chairperson of the meeting has a casting vote, in addition to his or her deliberative vote.

c. Meetings of Members

Each Shareholder is entitled to receive notice of, attend and vote at general meetings of the Company and to receive all notices, accounts and other documents required to be sent to Shareholders under the Constitution, Corporations Act and ASX Listing Rules. The Company must give at least 28 days' written notice of a general meeting.

d. Dividends

The Board may pay any interim and final dividends that, in its judgement, the financial position of the Company justifies. The Board may also pay any dividend required to be paid under the terms of issue of a Share, fix a record date for a dividend and decide the method of payment.

e. Transfer of Shares

Subject to the Constitution and to any restrictions attached to a Shareholder's Shares, Shares may be transferred by proper ASTC transfer (effected in accordance with the ASX Settlement Operating Rules, Corporations Regulations 2001 (Cth) and ASX Listing Rules) or by a written transfer in any usual form or in any other form approved by the Board and permitted by the Corporations Act and ASX requirements.

The Board may decline to register, or prevent registration of, a transfer of Shares or apply a holding lock to prevent a transfer in accordance with the Corporations Act or the ASX Listing Rules.

f. Issues of Further Shares

The Board may, subject to the Constitution, Corporations Act and the ASX Listing Rules issue, allot or grant options for, or otherwise dispose of, Shares in the Company on such terms as the Board decides.

g. Winding Up

If the Company is wound up, then subject to the Constitution, the Corporations Act and any rights or restrictions attached to any Shares or classes of shares, Shareholders will be entitled to a share in any surplus property of the Company in proportion to the number of Shares held by them. If the Company is wound up, the liquidator may, with the sanction of a special resolution, divide among the Shareholders the whole or any part of the Company's property and decide how the division is to be carried out as between Shareholders or different classes of shareholders.

h. Less than Marketable Parcels

In accordance with the ASX Listing Rules, the Board may sell Shares that constitute less than a marketable parcel by following the procedures set out in the Constitution. A marketable parcel of shares is defined in the ASX Listing Rules and is generally a holding of shares with a market value of not less than \$500.

i. Variation of Class Rights

The procedure set out in the Constitution must be followed for any variation of rights attached to the Shares. Under the Constitution, and subject to the Corporations Act and the terms of issue of a class of shares, the rights attached to any class of shares may be varied:

- with the written consent of the holders of 75% of the shares of the class; or
- by a special resolution passed at a separate meeting of the holders of shares of the class.

j. Directors – Appointment and Retirement

Under the Constitution, the Board is comprised of a minimum of three Directors and a maximum of nine Directors, unless the Company resolves otherwise at a general meeting. Directors are elected or re-elected at general meetings of the Company.

No Director (excluding the Group CEO) may hold office without re-election beyond the third annual general meeting following the meeting at which the Director was last elected or re-elected. The Board may also appoint any eligible person to be a Director either as an addition to the existing Directors or to fill a casual vacancy, who will then hold office until the conclusion of the next annual general meeting of the Company following his or her appointment.

k. Directors – Voting

Questions arising at a meeting of the Board must be decided by a majority of votes cast by the Directors present and entitled to vote on the matter. If the votes are equal on a proposed resolution, the chairperson of the meeting has a casting vote in addition to his or her deliberative vote, unless there are only two Directors present or entitled to vote in which case the chairperson of the meeting does not have a second or casting vote and the proposed resolution is taken as lost. A Director may attend and vote by proxy at a meeting of the Board if the proxy is a Director, and has been appointed in writing by the appointer.

l. Directors – Remuneration

Under the Constitution, the Board may decide the remuneration from the Company to which each Director is entitled for his or her services as a Director but the total aggregate amount provided to all Non-Executive Directors of the Company for their services as Directors must not exceed in any financial year the amount fixed by the Company in general meeting. The remuneration of a Director (who is not the CEO or an Executive Director) must not include a commission on, or a percentage of, profits or operating revenue.

Directors are entitled to be paid for all travelling and other expenses they incur in attending to the Company's affairs, including attending and returning from general meetings of the Company or meetings of the Board or of Board Committees. Any Director who performs extra services, makes any special exertions for the benefit of the Company or otherwise performs services which, in the opinion of the Board, are outside the scope of ordinary duties of a Non-Executive Director, may be remunerated for the services (as determined by the Board) out of the funds of the Company.

m. Powers and Duties of Directors

The business and affairs of the Company are to be managed by or under the direction of the Board, which (in addition to the powers and authorities conferred on it by the Constitution) may exercise all powers and do all things that are within the power of the Company and that are not by the Constitution or by law directed or required to be done by the Company in its general meeting.

n. Preference Shares

The Company may issue preference shares including preference shares which are, or at the option of the Company or holder are, liable to be redeemed or converted into Shares. The rights attaching to preference shares are those set out in the Constitution or have been otherwise approved by special resolution of the Company.

9 RIGHTS AND LIABILITIES ATTACHING TO SECURITIES

o. Indemnities

The Company must indemnify each Director and executive officer on a full indemnity basis and to the full extent permitted by law against all losses, liabilities, costs, charges and expenses incurred by the person as an officer of the Company.

The Company may, to the extent permitted by law, purchase and maintain insurance or pay, or agree to pay, a premium for insurance for each officer of the Company against any liability incurred by that person as an officer of the Company or of a related body corporate, including, but not limited to, a liability for negligence or for reasonable costs and expenses incurred in defending or responding to proceedings (whether civil or criminal and whatever the outcome).

p. Access to Records

The Company may enter into contracts with a Director or former Director agreeing to provide continuing access for a specified period after the Director ceases to be a Director to board papers, books, records and documents of the Company which relate to the period during which the Director or former Director was a Director on such terms and conditions as the Board thinks fit. The Company may procure that its subsidiaries provide similar access to board papers, books, records or documents.

q. Amendment

The Constitution can only be amended by special resolution passed by at least three-quarters of Shareholders present (in person or by proxy, attorney or representative) and entitled to vote on the resolution at a general meeting of the Company.

10 ADDITIONAL INFORMATION

10.1 LITIGATION

As at the date of this Prospectus the Company is not involved in any legal proceedings and the Directors are not aware of any legal proceedings pending or threatened against the Company which are likely to have a material adverse effect on the business or financial position of the Company.

10.2 CONTINUOUS DISCLOSURE OBLIGATIONS

The Company is a “disclosing entity” (as defined in section 111AC of the Corporations Act) for the purposes of section 713 of the Corporations Act and, as such, is subject to regular reporting and disclosure obligations. Specifically, like all listed companies, the Company is required to continuously disclose any information it has to the market which a reasonable person would expect to have a material effect on the price or the value of the Company’s securities.

This Prospectus is a “transaction-specific prospectus”. In general terms a transaction-specific prospectus is only required to contain information in relation to the effect of the issue of securities in a company and the rights attaching to the securities. It is not necessary to include general information in relation to all of the assets and liabilities, financial position, profits and losses or prospects of the issuing company.

This Prospectus is intended to be read in conjunction with the publicly available information in relation to the Company which has been provided to ASX and does not include all of the information that would be included in a prospectus for an initial public offering of securities in an entity that is not already listed on a stock exchange. Investors should therefore have regard to the other publicly available information in relation to the Company before making a decision whether or not to invest.

The Company, as a disclosing entity under the Corporations Act states that:

- a. it is subject to regular reporting and disclosure obligations;
- b. copies of documents lodged with ASIC in relation to the Company may be obtained from, or inspected at, the offices of ASIC; and
- c. it will provide a copy of each of the following documents, free of charge, to any person on request between the date of issue of this Prospectus and the Retail Entitlement Offer Closing Date:
 - i. the annual financial report most recently lodged by the Company with ASIC, being the financial report for the year ending 30 June 2020;
 - ii. if applicable, any half-year financial report lodged by the Company with ASIC after the lodgement of the annual financial report referred to in (i) and before the lodgement of this Prospectus with ASIC; and
 - iii. any continuous disclosure documents given by the Company to ASX after the lodgement of the annual financial report referred to in (i) and before the lodgement of this Prospectus with ASIC.

Copies of all documents lodged with ASIC in relation to the Company can be inspected at the registered office of the Company during normal office hours.

Details of documents lodged by the Company with ASX since 30 June 2020 (being the balance date of the Company’s most recent annual financial report) and before the lodgement of this Prospectus with ASIC are set out in the table below.

DATE	DESCRIPTION OF ANNOUNCEMENT
04/09/2020	Appendix 3B
04/09/2020	Successful Completion of Placement raising A\$200m
02/09/2020	PointsBet Announces Capital Raising
02/09/2020	Trading Halt
28/08/2020	Investor Presentation – FY20 Results and NBC Partnership
28/08/2020	Appendix 4G – Corporate Governance Statement
28/08/2020	Intention to Undertake a Capital Raise
28/08/2020	PointsBet Partners with NBC
28/08/2020	Investor Call Details
28/08/2020	Cover Letter – Results for announcement to the market

10 ADDITIONAL INFORMATION

DATE	DESCRIPTION OF ANNOUNCEMENT
28/08/2020	Appendix 4E and Annual Report
21/08/2020	Date of FY2020 Results
07/08/2020	PBH Partners with Kroenke Sports Entertainment
06/08/2020	PBH Secures iGaming Market Access in New Jersey
05/08/2020	PBH Partners with Indiana Pacers & Update on Illinois OTBs
03/08/2020	Results of 2020 General Meeting
31/07/2020	PointsBet Virtual General Meeting Details
31/07/2020	PBH Partner in Illinois Receives Regulatory Approval
28/07/2020	Conference Call Details - Q4 Appendix 4C
28/07/2020	Investor Presentation - Q4 FY20
28/07/2020	Q4 FY20 Appendix 4C
23/07/2020	Details of Q4 Appendix 4C and Investor Call
16/07/2020	PointsBet Receives Illinois Sports Betting Approval
9/07/2020	BET: PointsBet first to sign with BetMakers for US Horse Racing
9/07/2020	PointsBet to Launch Fixed Odds Racing in New Jersey
6/07/2020	Appendix 3G
3/07/2020	Change in Director Interest - Tony Symons
3/07/2020	Change in Director Interest - Sam Swanell
3/07/2020	Appendix 2A
3/07/2020	Appendix 3B
3/07/2020	Notice of General Meeting - 3 August 2020
3/07/2020	PBH Appointed First Sportsbook to Partner with an MLB Team

The announcements are also available through the Company's website investors.pointsbet.com.au and the ASX website www.asx.com.au.

10.3 INTERESTS AND BENEFITS

Other than as set out below or elsewhere in this Prospectus, no:

- a. Director or proposed Director;
- b. person named in this Prospectus as performing a function in a professional, advisory or other capacity in connection with the preparation or distribution of this Prospectus;
- c. promoter of the Company; or
- d. underwriter of the Entitlement Offer or financial services licensee named in this Prospectus as a financial services licensee involved in the Entitlement Offer,

holds at the date of this Prospectus, or has held within the 2 years preceding lodgment of this Prospectus with ASIC, any interest in:

- e. the formation or promotion of the Company;
- f. any property acquired or proposed to be acquired by the Company in connection with:
 - i. its formation or promotion; or
 - ii. the Entitlement Offer,

and no amounts have been paid or agreed to be paid and no benefits have been given or agreed to be given to any of these persons for services provided in connection with:

- g. the formation or promotion of the Company; or
- h. the Entitlement Offer.

10.4 SECURITY HOLDINGS OF DIRECTORS

The relevant interest of each of the Directors in the Company's Shares, and each Director's holding of Options, as at the date of this Prospectus is set out in the table below.

DIRECTOR	RELEVANT INTEREST IN SHARES	OPTIONS*
Brett Paton (Chairman, Non-Executive Director)	11,519,826 Shares	Nil.
Sam Swanell (Group Chief Executive Officer and Managing Director)	3,322,161 Shares	<ul style="list-style-type: none"> • 161,600 unlisted Options each to acquire one Share, exercisable at \$0.92 on or before of 29/06/2021 • 1,275,585 unlisted Options each to acquire one Share, vesting on 30/01/2022 and exercisable at \$1.47 on or before of 30/01/2023 (subject to achievement service and target share price) • 628,792 unlisted Options each to acquire one Share, vesting on 30/01/2023 and exercisable at \$1.47 on or before of 30/01/2024 (subject to achievement service and target share price) • 628,792 unlisted Options each to acquire one Share, vesting on 30/01/2024 and exercisable at \$1.47 on or before of 30/01/2025 (subject to achievement service and target share price)
Nicholas Fahey (Group Chief Commercial Officer and Executive Director)	11,583,117 Shares	<ul style="list-style-type: none"> • 112,554 unlisted Options each to acquire one Share, exercisable at \$0.75 on or before of 01/11/2020 • 93,816 unlisted Options each to acquire one Share, exercisable at \$0.92 on or before of 29/06/2021 • 440,155 unlisted Options each to acquire one Share, vesting on 30/01/2022 and exercisable at \$1.47 on or before of 30/01/2023 (subject to achievement service and target share price) • 251,517 unlisted Options each to acquire one Share, vesting on 30/01/2023 and exercisable at \$1.47 on or before of 30/01/2024 (subject to achievement service and target share price) • 251,517 unlisted Options each to acquire one Share, vesting on 30/01/2024 and exercisable at \$1.47 on or before of 30/01/2025 (subject to achievement service and target share price)
Peter McCluskey (Non-Executive Director)	401,568 Shares	<ul style="list-style-type: none"> • 62,879 unlisted Options, each to acquire one Share, vesting on 30/01/2022 and exercisable at \$1.47 on or before of 30/01/2023 (subject to achievement service and target share price) • 31,440 unlisted Options each to acquire one Share, vesting on 30/01/2023 and exercisable at \$1.47 on or before of 30/01/2024 (subject to achievement service and target share price) • 31,440 unlisted Options each to acquire one Share, vesting on 30/01/2024 and exercisable at \$1.47 on or before of 30/01/2025 (subject to achievement service and target share price)
Tony Symons (Non-Executive Director)	705,102 Shares	<ul style="list-style-type: none"> • 62,879 unlisted Options each to acquire one Share, vesting on 30/01/2022 and exercisable at \$1.47 on or before of 30/01/2023 (subject to achievement service and target share price) • 31,440 unlisted Options each to acquire one Share, vesting on 30/01/2023 and exercisable at \$1.47 on or before of 30/01/2024 (subject to achievement service and target share price) • 31,440 unlisted Options each to acquire one Share, vesting on 30/01/2024 and exercisable at \$1.47 on or before of 30/01/2025 (subject to achievement service and target share price)

* All Options are directly held.

10 ADDITIONAL INFORMATION

10.5 REMUNERATION OF DIRECTORS

Please refer to the Remuneration Report, which is contained in the Company's Audited Financial Report for the financial year 1 July 2019 to 30 June 2020, for full details of the remuneration of the Company's Executive and Non-Executive Directors.

The Audited Financial Report was lodged with ASX on 28 August 2020 and is available on the Company's ASX announcements page www.asx.com.au. A hard copy of the Audited Financial Report is also available free of charge by contacting the PointsBet Offer Information Line.

10.6 INTERESTS OF ADVISERS

The Company has engaged the following professional advisers in relation to the Entitlement Offer and Placement.

ADVISER	ROLE	FEE (EXCLUSIVE OF TAXES AND DISBURSEMENTS) ^{1,2}
Bell Potter Securities Limited	Joint Lead Manager to the Entitlement Offer and Placement and Underwriter to the Entitlement Offer.	See Section 10.8
MST Financial Services Pty Ltd	Joint Lead Manager to the Entitlement Offer and Placement.	See Section 10.8
Clarendon Lawyers Pty Ltd	Australian legal adviser to the Company in relation to the Entitlement Offer and Placement (excluding in relation to taxation and stamp duty matters).	\$230,000
RSM Corporate Australia Pty Ltd	Investigating Accountant to the Company in relation to the Entitlement Offer and Placement and has prepared the Independent Limited Assurance Report in Section 6.	\$20,000

Bell Potter acted as lead manager and underwriter in connection with the Company's initial public offering in June 2019 and its accelerated renounceable entitlement offer in October 2019. Bell Potter was entitled to fees in connection with these engagements, which were described in the relevant ASX filings in connection with these capital raisings.

Clarendon Lawyers acted as the Company's Australian legal adviser in connection with the Company's initial public offering in June 2019 and its accelerated renounceable entitlement offer in October 2019. Clarendon Lawyers was entitled to fees in connection with these engagements – the fees in connection with the initial public offering were described in the Company's prospectus of May 2019.

Tony Symons, a Director, is Managing Director and majority beneficial owner of Clarendon Lawyers, the Company's Australian legal adviser to the Entitlement Offer and Placement and a material services provider to the Company.

No Joint Lead Manager is a related party of the Company for the purposes of the ASX Listing Rules and Corporations Act.

To the maximum extent permitted by law, each Joint Lead Manager:

- has not authorised or caused the issue of this Prospectus, and makes no representation or warranty, express or implied, as to the fairness, accuracy or completeness of the information contained in this Prospectus; and
- expressly disclaims and takes no responsibility for any part of this Prospectus other than a reference to its name and a statement included in this Prospectus with the consent of that party as specified in this section.

¹ These amounts and other expenses of the Offer will be paid by the Company (or one of its subsidiaries) out of funds raised under the Offer. Further information on the use of proceeds from the Offer and costs of the Offer are set out in Sections 3.4 and 10.7 respectively.

² The Company has paid, or agreed to pay the amounts set out above to its advisers up until the Prospectus Date. Further amounts may be paid for other work in accordance with the normal time-based charges of its advisers.

10.7 COSTS OF THE ENTITLEMENT OFFER AND PLACEMENT

ITEM OF EXPENDITURE	COST (EXCLUSIVE OF TAXES) \$ MILLION
Underwriting, selling and management fees	\$10.6
Legal fees	\$0.3
Tax and accounting fees	\$0.04
Marketing, printing and distribution	\$0.03
Other costs	\$0.75
Total	\$11.72

10.8 OFFER MANAGEMENT AND UNDERWRITING AGREEMENT

a. Overview

The Company, Bell Potter and MST Financial Services entered into the Offer Management and Underwriting Agreement on 2 September 2020.

The Offer Management and Underwriting Agreement provides that the Entitlement Offer and Placement will be lead managed by the Joint Lead Managers. The Entitlement Offer (but not the Placement) will be fully underwritten by the Underwriter. The Placement is not underwritten, however the Underwriter will provide settlement underwriting in respect of New Shares subscribed for under the Placement.

For the purposes of this section 10.8 **Offer Materials** means the ASX announcements made in relation to the Entitlement Offer and the Placement, this Prospectus and accompanying Entitlement and Acceptance Form, the Investor Presentation, the cleansing notice to be issued in connection with the Placement and any other publications, ASX filings or press releases (including an Appendix 3B, Appendix 2A and other filings), presentation materials, public or media statements and all communications with shareholders or nominees made on or after the date of the Offer Management and Underwriting Agreement and up to and including completion by or on behalf of the Company in relation to the Entitlement Offer and Placement.

b. Fees and expenses

Pursuant to the Offer Management and Underwriting Agreement, the Company has agreed to pay:

- Bell Potter:
 - an underwriting fee equal to 1.45%; and
 - a management fee equal to 1.00%,
 of the gross proceeds of the Entitlement Offer and the Placement; and
- MST Financial Services, a management and selling fee equal to 0.55% of the gross proceeds of the Entitlement Offer and the Placement.

The fees will become payable by the Company on the date of settlement of the Institutional Entitlement Offer, Retail Entitlement Offer and Placement.

Any fees payable to co-lead managers, co-managers, selling agents and brokers appointed in relation to the Entitlement Offer or the Placement are payable by the Underwriter on behalf of the Company out of the fees payable to the Underwriter under the Offer Management and Underwriting Agreement.

Any fees payable to sub-underwriters appointed in relation to the Entitlement Offer will be allocated proportionately to the fees payable to the Joint Lead Managers under the Offer Management and Underwriting Agreement and are payable by the Underwriter on behalf of the Company.

In addition to the above, the Company has agreed to reimburse the Joint Lead Managers for certain other agreed costs and expenses, including legal costs, incurred by the Joint Lead Managers in relation to the Entitlement Offer and the Placement.

10 ADDITIONAL INFORMATION

c. Termination events

The Underwriter may, by notice given to the Company, and without cost or liability, terminate the Offer Management and Underwriting Agreement if the Underwriter becomes aware of any of the following events occurring at any time from the date of the Offer Management and Underwriting Agreement until 4.00pm on the settlement date of the Retail Entitlement Offer:

- **(disclosures in Offer Materials)** a material statement contained in the Prospectus or other Offer Materials is or becomes misleading or deceptive (including by omission) or likely to mislead or deceive (including by omission), in a material respect;
- **(placement cleansing notice)** the placement cleansing notice lodged with ASX in relation to the Placement shares is or becomes "defective" within the meaning of section 708A(10) of the Corporations Act;
- **(supplementary prospectus)** the Company issues or, in the reasonable opinion of the Underwriter, is required to issue, a supplementary prospectus with ASIC because of the operation of section 719(1) of the Corporations Act and fails to do so, or lodges a supplementary prospectus in a form and substance that has not been approved by the Joint Lead Managers in circumstances required by the Offer Management and Underwriting Agreement;
- **(unable to issue New Shares or New Options)** the Company is prevented from issuing the New Shares or New Options under the Entitlement Offer, or New Shares under the Placement, by virtue of the ASX Listing Rules, applicable laws, an order of a court or a governmental agency;
- **(insolvency)** any member of the Group suffers an insolvency event, or there is an act or omission which is likely to result in any member of the Group suffering an insolvency event;
- **(material adverse change)** any material adverse change, or an event that is likely to result in a material adverse change, occurs in relation to the position of the Group from that disclosed in any Offer Materials, or as most recently disclosed to ASX by the Company;
- **(regulatory relief)** any waiver of the ASX Listing Rules which is necessary in relation to the Offer Materials or to enable the Company to make the Entitlement Offer or Placement (if any) is withdrawn, revoked or amended in an adverse manner;
- **(quotation approval)** approval by ASX for official quotation of the Entitlements, New Shares or the New Options is refused or is not granted by the time required to conduct the Entitlement Offer or the Placement in accordance with the timetable set out in the Key Dates section of this Prospectus (or as amended in accordance with the Offer Management and Underwriting Agreement) or, if granted, is subsequently withdrawn;
- **(listing)** the Company ceases to be admitted to the official list of ASX or the Shares are suspended from trading for at least one business day on, or ceases to be quoted on, ASX (excluding a trading halt contemplated by the Offer Management and Underwriting Agreement);
- **(change in Chairman, CEO, CFO)** a change of the Chairman, CEO or CFO of the Company is announced or occurs (other than as disclosed in the Offer Materials, or in writing to the Underwriter prior to the date of the Offer Management and Underwriting Agreement);
- **(market fall)** the S&P/ASX 200 Index closes:
 - on the business day immediately prior to the settlement date of the Institutional Entitlement Offer, at a level that is 15% or more below its level as at the close of trading on the business day immediately prior to the date of the Offer Management and Underwriting Agreement; or
 - on any two consecutive business days prior to the settlement date of the Retail Entitlement Offer or on the business day immediately prior to the settlement date of the Retail Entitlement Offer, at a level that is 15% or more below its level as at the close of trading on the business day immediately prior to the date of the Offer Management and Underwriting Agreement;
- **(notifications)** any of the following occur:
 - an application is made by ASIC for an order under Part 9.5 of the Corporations Act in relation to the Entitlement Offer or Placement or the Offer Materials or ASIC commences an investigation or hearing in relation to the Entitlement Offer or Placement or the Offer Materials and any such application, investigation or hearing becomes public and is not withdrawn by the date prescribed in the Offer Management and Underwriting Agreement;
 - any person (other than the Underwriter) who has previously consent to the inclusion of its name in the Prospectus withdraws that consent;
 - any person gives a notice under section 730 of the Corporations Act in relation to the Prospectus (other than the Underwriter);
- **(timetable)** any event specified in the timetable set out in the Key Dates section of this Prospectus (or as amended in accordance with the Offer Management and Underwriting Agreement) is delayed other than in accordance with the Offer Management and Underwriting Agreement;
- **(withdrawal)** the Company withdraws any part of the Entitlement Offer or the Placement or the Prospectus, or any circumstance arises that results in the Company either repaying the money received from Applicants or offering Applicants an opportunity to withdraw their applications for New Shares under the Entitlement Offer; or
- **(certificate)** a certificate which is required to be given by the Company under the Offer Management and Underwriting Agreement is not given when required.

d. Termination events subject to materiality

The Underwriter may, by notice given to the Company, and without cost or liability, terminate the Offer Management and Underwriting Agreement if the Underwriter becomes aware of any of the following events occurring at any time from the date of the Offer Management and Underwriting Agreement until 4.00pm on the settlement date of the Retail Entitlement Offer and, in the reasonable opinion of the Underwriter, the event:

- has had, or is likely to have a material adverse effect on:
 - the marketing, success, outcome or settlement of the Entitlement Offer or Placement or the ability of the Underwriter to market or promote or settle the Entitlement Offer or Placement, the willingness of investors to subscribe for New Shares, or the subsequent market for the New Shares; or
 - the condition, trading or financial position, performance, profits and losses, results, business or operations of the Group; or
- has given rise to, or is likely to give rise to:
 - a contravention by the Underwriter (or its affiliates) of the Corporations Act or any other applicable law or regulation or rule of any stock exchange, regulatory body or a contract in relation to the Entitlement Offer or Placement (or an involvement in any such contravention); or
 - a liability for the Underwriter (or its affiliates) under any applicable law or regulation or rule of any stock exchange or regulatory body.

The Underwriter can terminate as above, if any of the following events occur:

- **(prosecution)** the Company or any of its Directors or officers engages, or has engaged, in fraudulent conduct or activity, a Director is charged with an indictable offence in connection with the discharge of their duties as an officer of the Company, or any Director is disqualified from managing a corporation under the Corporations Act;
- **(breach)** the Company fails to perform or observe any of its obligations under the Offer Management and Underwriting Agreement or a representation or warranty made or given by the Company under the Offer Management and Underwriting Agreement proves to be, or has been, or becomes, untrue, incorrect or misleading;
- **(force majeure)** there is an event or occurrence which makes it illegal for the Underwriter to satisfy an obligation under the Offer Management and Underwriting Agreement;
- **(certificate)** a statement in a certificate which is required to be given by the Company under the Offer Management and Underwriting Agreement is false, misleading, inaccurate, untrue or incorrect (including by way of omission);
- **(change of law)** there is introduced into the Commonwealth or state or territory parliaments of Australia a law or prospective law or any new regulation is made under any law, or a governmental agency adopts a policy, or there is an official announcement of a law or regulation or policy (other than a law or regulation or policy that has been announced before the date of the Offer Management and Underwriting Agreement);
- **(disclosures in due diligence)** the due diligence report, verification materials or any other information provided in relation to the due diligence program, the Group, the Offer Materials or the Entitlement Offer or Placement, is or becomes untrue, incorrect, misleading or deceptive (including by omission) in a material respect;
- **(adverse change in financial markets)** any of the following occurs:
 - a general moratorium on commercial banking activities in Australia, the United States of America, the United Kingdom or Singapore is declared by the relevant authority in any of those countries, or there is a material disruption in commercial banking or security settlement or clearance services in any of those countries;
 - trading in all securities quoted or listed on ASX, the London Stock Exchange, the New York Stock Exchange or Singapore Stock Exchange is suspended or limited in a material respect for at least one day on which that exchange is open for trading;
 - any adverse change or disruption to the existing financial markets, political or economic conditions of, or currency exchange rates or controls in, Australia, the United States of America, the United Kingdom or Singapore, or the international financial markets or any change in national or international political, financial or economic conditions; or
 - after the date of the Offer Management and Underwriting Agreement, a change or development (which was not publicly known prior to the date of the Offer Management and Underwriting Agreement) involving a prospective adverse change in taxation affecting the Group or the Offer occurs;
- **(hostilities)** there is an outbreak of hostilities (whether or not war or a national emergency has been declared) not presently existing, or a major escalation in existing hostilities occurs, in or involving any one or more of Australia, Canada, a member of the European Union, Japan, New Zealand, Singapore, the People's Republic of China (other than Hong Kong), the United Kingdom or the United States of America, or a major terrorist act is perpetrated on any diplomatic, military, commercial or political establishment of any of those countries elsewhere in the world.

10 ADDITIONAL INFORMATION

10.9 AUSTRALIAN TAX IMPLICATIONS

a. General

This section is a general summary of the Australian income tax, goods and services tax (**GST**) and stamp duty implications of the Retail Entitlement Offer for certain Eligible Retail Shareholders.

Accordingly, you should seek and rely upon your own professional advice before concluding on the particular taxation treatment that will apply to you.

The comments in this section deal only with the Australian taxation implications of the Retail Entitlement Offer if you:

- are a resident for Australian income tax purposes; and
- hold your Shares on capital account.

The comments do not apply to you if you:

- are not a resident for Australian income tax purposes; or
- hold your Shares as revenue assets or trading stock (which will generally be the case if you are a bank, insurance company or carry on a business of share trading); or
- are subject to the “taxation of financial arrangements” rules (commonly referred to as the TOFA rules) in Division 230 of the *Income Tax Assessment Act 1997* (Cth) in relation to your holding of Shares, Retail Entitlements or New Shares; or
- acquired the Shares in respect of which the Retail Entitlements are issued under any employee share scheme or where the New Shares are acquired pursuant to any employee share scheme; or
- acquired Retail Entitlements otherwise than because you are an Eligible Retail Shareholder (e.g. where the Retail Entitlements are acquired on ASX).

If you are such a Shareholder or holder of Retail Entitlements, you should seek your own independent professional tax advice applicable to your particular circumstances.

This taxation summary is necessarily general in nature and is based on the Australian tax legislation and administrative practice in force as at the date of this Prospectus. It does not take into account any financial objectives, tax positions, or investment needs of Eligible Retail Shareholders.

The taxation implications of the Retail Entitlement Offer will vary depending upon your particular circumstances. It is strongly recommended that you seek your own independent professional tax advice applicable to your particular circumstances. Neither the Company nor any of its officers or employees, nor its taxation and other advisers, accepts any liability or responsibility in respect of any statement concerning taxation consequences, or in respect of the taxation consequences.

b. Issue of Entitlements

The issue of the Entitlements should not, of itself, result in any amount being included in your assessable income.

c. Sale of Entitlements

If you sell your Entitlements on ASX or otherwise, you should derive a capital gain for capital gains tax (**CGT**) purposes equal to the sale proceeds less certain non-deductible costs of disposal. You will have no cost base (excluding non-deductible transaction costs) for the Entitlements you received. This capital gain will be included in assessable income in the income year of disposal, after the application of any current year or carry forward capital losses.

Shareholders will be treated as having acquired their Entitlements on the same date that they acquired the Shares which gave rise to the Entitlements. Accordingly, individuals, complying superannuation entities or trustees that have held their existing Shares for at least 12 months prior to the date of disposal, should be entitled to discount the amount of a capital gain resulting from the sale of the Entitlements (after the application of any current year or carry forward capital losses). The amount of this discount is 50% for individuals and trustees and 33 1/3% for complying superannuation entities. This is referred to as the “CGT discount”. The CGT discount is not available for companies that are not trustees. Trustees should seek specific tax advice regarding the tax consequences arising from making distributions attributable to discount capital gains.

d. Entitlements sold into the Retail Shortfall Bookbuild

Eligible Retail Shareholders who do not take up or dispose of their Entitlements will have their Entitlements sold on their behalf in the Retail Shortfall Bookbuild, and any Retail Premium from the sale remitted to them, net of any expenses or applicable withholding tax.

In Taxation Ruling TR 2017/4, the Commissioner has stated that such a sale should constitute a CGT event to the Eligible Retail Shareholder and be dealt with under the CGT provisions in the manner set out in Section 10.9(c) above, and the Retail Premium received by the Eligible Retail Shareholder should constitute the capital proceeds in respect of the sale. The Commissioner has also confirmed that Retail Premiums paid to the Eligible Retail Shareholders are not ordinary income, or a dividend, for tax purposes.

e. Exercise of Entitlements

Neither an income tax nor a capital gains tax liability will arise for you on the exercise (i.e. taking up) of your Entitlements.

If you take up all or part of your Entitlement, you will acquire:

- New Shares: The New Shares will be taken to have been acquired on the day you exercise the Entitlements for CGT purposes; and
- New Options: The New Options will be treated for CGT purposes as having been acquired when you exercise your Entitlement.

The initial cost base of the New Shares and New Options will be the amount paid to exercise your Entitlement apportioned between the New Shares and New Options on a reasonable basis.

f. Disposal of Options

A disposal of a New Option will constitute a disposal for CGT purposes.

On disposal of a New Option, you will make a capital gain if the capital proceeds on disposal exceed the cost base of the New Option. You will make a capital loss if the capital proceeds are less than the reduced cost base of the New Option. The cost base of the New Options will include the amount paid to exercise the Entitlement that is reasonably apportioned to the New Options plus certain non-deductible incidental costs you incur in disposing of the New Options.

Individuals, trustees or complying superannuation entities that have held New Options for 12 months or more at the time of disposal should be entitled to apply the applicable CGT discount factor to reduce the capital gain (after offsetting any current year or carry forward capital losses). The CGT discount factor is 50% for individuals and trustees and 33 1/3% for complying superannuation entities.

New Options will be treated for CGT purposes as having been acquired when you exercise your Entitlement. Accordingly, in order to be eligible for the CGT discount, the New Options must be held for at least 12 months after the date that you exercised your Entitlement.

g. Exercise of New Options

Neither an income tax nor a capital gains tax liability will arise for you on the exercise of the New Options. On exercise of the New Options, the resulting Shares will have an initial cost base equal to the amount paid to exercise the Entitlement that is reasonably apportioned to the New Options plus the exercise price for the New Options. Those Shares will be taken for CGT purposes to have been acquired on the day you exercise the New Options.

h. Dividends on New Shares as a result of Entitlements taken up and Shares resulting from exercise of New Options

Any future dividends or other distributions made in respect of New Shares and the Shares resulting from the exercise of the New Options will generally be subject to the same income taxation treatment as dividends or other distributions made on existing Shares held in the same circumstances.

i. Disposal of New Shares and Shares resulting from the exercise of the New Options

The disposal of a New Share and a Share resulting from the exercise of a New Option will constitute a disposal for CGT purposes.

On disposal of a Share, you will make a capital gain if the capital proceeds on disposal exceed the cost base of the Share. You will make a capital loss if the capital proceeds are less than the reduced cost base of the Share. The cost base of the New Shares and Shares resulting from the exercise of the New Options is described above plus certain non-deductible incidental costs you incur in disposing of those Shares.

Individuals, trustees or complying superannuation entities that have held Shares for 12 months or more at the time of disposal should be entitled to apply the applicable CGT discount factor to reduce the capital gain (after offsetting any current year or carry forward capital losses). The CGT discount factor is 50% for individuals and trustees and 33 1/3% for complying superannuation entities.

New Shares will be treated for the purposes of the CGT discount as having been acquired when you exercise your Entitlement. Accordingly, in order to be eligible for the CGT discount, the New Shares must be held for at least 12 months after the date that you exercised your Entitlement.

Shares resulting from the exercise of the New Options will be taken for CGT purposes to have been acquired on the day you exercise the New Options.

If you make a capital loss, you can only use that loss to offset other capital gains, i.e. the capital loss cannot be used to offset other assessable income. However, if the capital loss cannot be used in a particular income year it can be carried forward to use in future income years, providing certain tests are satisfied.

j. Lapse of New Options

The lapse of New Options will be a CGT event. You will make a capital loss equal to the amount paid to exercise the Entitlement that was reasonably apportioned to the New Options.

10 ADDITIONAL INFORMATION

k. Other Australian taxes

No GST or stamp duty will be payable by you in respect of the issue, sale or taking up of Entitlements or the acquisition of New Shares and Shares resulting from the exercise of the New Options. However, you may be restricted in claiming input tax credits for expenses incurred in relation to these transactions.

10.10 CONSENTS TO BE NAMED

Each of the parties referred to below, to the maximum extent permitted by law, expressly disclaims all liabilities in respect of, makes no representations regarding and takes no responsibility for any statements in or omissions from this Prospectus, other than the reference to its name in the form and context in which it is named and a statement or report included in this Prospectus with its consent as specified below.

Written consents to the issue of this Prospectus have been given and, at the time of lodgement of this Prospectus with ASIC, had not been withdrawn by the following parties:

- Bell Potter Securities Limited has given and has not, before lodgement of this Prospectus with ASIC, withdrawn its written consent to be named in this Prospectus as Joint Lead Manager and Underwriter in the form and context in which it is named;
- MST Financial Services Pty Ltd has given and has not, before lodgement of this Prospectus with ASIC, withdrawn its written consent to be named in this Prospectus as Joint Lead Manager and Junior Lead Manager in the form and context in which it is named;
- Clarendon Lawyers Pty Ltd has given and has not, before lodgement of this Prospectus with ASIC, withdrawn its written consent to be named in this Prospectus as Australian legal adviser to the Company in relation to the Entitlement Offer in the form and context in which it is named;
- RSM Corporate Australia Pty Ltd has given and has not, before lodgement of this Prospectus with ASIC, withdrawn its written consent to be named in this Prospectus as the Investigating Accountant in the form and context in which it is named and to the inclusion in this Prospectus of its Independent Limited Assurance Report in the form and context in which it is included;
- RSM Australia Partners has given, and has not, before lodgement of this Prospectus with ASIC, withdrawn its written consent to be named in this Prospectus as auditor, in respect of PointsBet in the form and context in which it is named; and
- Computershare Investor Services Pty Limited has given and, as at the date hereof, has not withdrawn, its written consent to be named as the Share Registry in the form and context in which it is named. Computershare Investor Services Pty Limited has had no involvement in the preparation of any part of this Prospectus other than being named as Share Registry to the Company. Computershare Investor Services Pty Limited has not authorised or caused the issue of, and expressly disclaims and takes no responsibility for, any part of the Prospectus.

No entity or person referred to above in Section 10.10 has made any statement that is included in this Prospectus or any statement on which a statement made in this Prospectus is based, except as stated above. Each of the persons and entities referred to above in this Section 10.10 has not authorised or caused the issue of this Prospectus, does not make any offer of Shares or Options, subject to the law, and expressly disclaims and takes no responsibility for any statements in or omissions from this Prospectus except as stated above in this Section 10.10.

10.11 ASX WAIVERS AND ASIC RELIEF

The Company has obtained a waiver of ASX Listing Rule 7.1, granted by ASX on 24 August 2020, permitting the placement capacity for the Placement to be calculated by reference to the number of Shares that will be on issue immediately following the completion of the Entitlement Offer and, accordingly, not requiring Shareholder approval in connection with the Placement. The waiver was not utilised for the Placement.

No other ASX waivers or ASIC relief instruments have been obtained.

10.12 GOVERNING LAW

This Prospectus, the Entitlement Offer and the contracts formed on acceptance of applications under the Entitlement Offer are governed by the laws applicable in Victoria, Australia. Each applicant for New Securities submits to the non-exclusive jurisdiction of the courts of Victoria, Australia.

10.13 DIRECTORS AUTHORISATION

This Prospectus is authorised by each Director, who has given and not withdrawn their consent to the issue of this Prospectus and to its lodgment with ASIC.

This Prospectus is signed by a Director of PointsBet Holdings Limited in accordance with section 351 of the Corporations Act.

11 GLOSSARY

TERM	MEANING
\$	Australian dollars.
AASB	Australian Accounting Standards Board.
Applicant	A person who has applied to subscribe for New Securities under the Entitlement Offer.
Application	A completed Entitlement and Acceptance Form submitted by an Eligible Shareholder.
Application Monies	The aggregate money payable for New Securities applied for by an Applicant.
ASIC	Australian Securities and Investments Commission.
ASX	ASX Limited ACN 008 624 691 or the financial market operated by it.
ASX Listing Rules	The official listing rules of the ASX, as amended from time to time.
ASX Settlement	ASX Settlement Pty Limited ACN 008 504 532.
ASX Settlement Operating Rules	The operating rules of ASX Settlement, as amended from time to time.
Bell Potter or Underwriter	Bell Potter Securities Limited ACN 006 390 772.
Board	The Board of Directors of the Company unless the context indicates otherwise.
CHESS	The clearing house electronic sub register system, an automated transfer and electronic settlement system for transactions in securities quoted on the ASX under which transfers are effected in paperless form.
Company or PointsBet	PointsBet Holdings Limited ACN 621 179 351.
Consideration Options	Options over Shares to be issued to NBCUniversal in accordance with the NBCUniversal Subscription Agreement.
Consideration Shares	Shares to be issued to NBCUniversal in accordance with the NBCUniversal Subscription Agreement.
Consolidated Statement of Financial Position	The consolidated statement of financial position included in Table 5.1 of Section 5 of this Prospectus.
Constitution	The constitution of the Company, as amended from time to time.
Corporations Act	<i>Corporations Act 2001</i> (Cth).
Director	A director of the Company.
Eligible Institutional Shareholder	A Shareholder at the Record Date, and any person for whom such Shareholder is acting at the Record Date, being an Institutional Investor with a registered address in a Permitted Jurisdiction who is invited to participate in the Institutional Entitlement Offer (as determined by the Company and the Joint Lead Managers in their discretion).
Eligible Retail Shareholder	A Shareholder that has the meaning given in Section 3.7 of this Prospectus.
Eligible Shareholder	A Shareholder at the Record Date who is not an Ineligible Retail Shareholder or an Ineligible Institutional Shareholder and who is an Eligible Institutional Shareholder or an Eligible Retail Shareholder.
Entitlement	The number of New Securities that an Eligible Shareholder is entitled to apply for under the Entitlement Offer (calculated on the basis of one New Share for every 6.5 Shares held on the Record Date, plus one New Option for every two New Shares issued pursuant to the Offer).
Entitlement and Acceptance Form	The personalised Entitlement and Acceptance Form accompanying this Prospectus.

11 GLOSSARY

TERM	MEANING
Entitlement Offer	The Institutional Entitlement Offer and the Retail Entitlement Offer which includes where applicable the offer of Entitlements to Institutional Investors and subscription for New Securities under the Institutional Shortfall Bookbuild and Retail Shortfall Bookbuild, in each case made under this Prospectus.
Financial Information	The Statutory Historical Statement of Financial Position and the Pro Forma Historical Statement of Financial Position contained in Section 5 of this Prospectus.
Group	The Company and its subsidiaries.
GST	Goods and Services Tax (imposed under the <i>A New Tax System (Goods and Services Tax) Act 1999</i> (Cth)).
Independent Limited Assurance Report	The report of the Investigating Accountant on the Financial Information as set out in Section 6 of this Prospectus.
Ineligible Institutional Shareholder	A Shareholder at the Record Date who: <ul style="list-style-type: none"> a. is not an institutional or professional investor; b. has a registered address outside a Permitted Jurisdiction; c. is ineligible under any applicable securities laws to receive an offer under the Entitlement Offer; or d. is deemed to be ineligible as determined by the Company and the Joint Lead Managers.
Ineligible Retail Shareholder	A Shareholder at the Record Date who: <ul style="list-style-type: none"> a. is not an Eligible Institutional Shareholder, Ineligible Institutional Shareholder or Eligible Retail Shareholder; b. has a registered address which is not in Australia or New Zealand; c. is in the United States or acting for the account or benefit of a person in the United States; or d. is ineligible under any applicable securities laws to receive an offer under the Entitlement Offer.
Ineligible Shareholder	An Ineligible Retail Shareholder or Ineligible Institutional Shareholder.
Institutional Entitlement	The number of New Securities that an Eligible Institutional Shareholder is entitled to apply for under the Institutional Entitlement Offer.
Institutional Entitlement Offer	The pro rata accelerated renounceable entitlement offer to Eligible Institutional Shareholders.
Institutional Investors	An institutional or professional Shareholder, and any person for whom such Shareholder is acting, that has a registered address in a Permitted Jurisdiction and (to the satisfaction of the Company): <ul style="list-style-type: none"> • if in Australia, is a sophisticated investor or professional investor as defined in sections 708(8) or 708(11) of the Corporations Act; • if in the European Union, is a “qualified investor” (as defined in Article 2(e) of the Regulation (EU) 2017/1129 of the European Parliament and the Council of the European Union); • if in Hong Kong, is a “professional investor” as defined under the Securities and Futures Ordinance of Hong Kong, Chapter 571 of the Laws of Hong Kong; • if in New Zealand, is a person who (i) is an investment business within the meaning of clause 37 of Schedule 1 of the Financial Markets Conduct Act 2013 (New Zealand) (the FMC Act), (ii) meets the investment activity criteria specified in clause 38 of Schedule 1 of the FMC Act, (iii) is large within the meaning of clause 39 of Schedule 1 of the FMC Act, (iv) is a government agency within the meaning of clause 40 of Schedule 1 of the FMC Act or (v) is an eligible investor within the meaning of clause 41 of Schedule 1 of the FMC Act (and, if an eligible investor, have provided the necessary certification);

TERM	MEANING
Institutional Investors <i>continued</i>	<ul style="list-style-type: none"> • if in Norway, is a “professional client” as defined in Norwegian Securities Trading Act of 29 June 2007 no. 75; • if in Singapore, is an “institutional investor” or an “accredited investor” (as such terms are defined in the Securities and Futures Act of Singapore); • if in Switzerland, is a “professional client” within the meaning of article 4(3) of the Swiss Financial Services Act (FinSA) or have validly elected to be treated as a professional client pursuant to article 5(1) of the FinSA; • if in the United Kingdom, is (i) a “qualified investor” within the meaning of Article 2(e) of the Prospectus Regulation (2017/1129/EU), replacing Section 86(7) of the UK Financial Services and Markets Act 2000; and (ii) within the categories of persons referred to in Article 19(5) (investment professionals) or Article 49(2)(a) to (d) (high net worth companies, unincorporated associations, etc.) of the UK Financial Services and Markets Act 2000 (Financial Promotion) Order 2005, as amended; and • if in the United States, is either: <ul style="list-style-type: none"> – a “qualified institutional buyer” (as defined in Rule 144A under the US Securities Act); or – a dealer or other professional fiduciary organised or incorporated in the United States that is acting for an account (other than an estate or trust) held for the benefit or account of persons that are not “US persons” (as defined in Rule 902(k) of the US Securities Act) for which it has, and is exercising, investment discretion, within the meaning of Rule 902(k)(2)(i) of Regulation S (Eligible US Fund Manager).
Institutional Premium	The proceeds in excess of the Offer Price (per underlying Share) in respect of Institutional Entitlements sold in the Institutional Shortfall Bookbuild.
Institutional Shortfall Bookbuild	The bookbuild process associated with the Institutional Entitlement Offer.
Investigating Accountant	RSM Corporate Australia Pty Ltd ACN 050 508 024.
Investor Presentation	The Investor Presentation released by the Company on the date of this Prospectus and set out in Annexure B.
Joint Lead Managers	Bell Potter and MST Financial Services.
MST Financial Services or Junior Lead Manager	MST Financial Services Pty Ltd ACN 617 475 180.
NBCUniversal	NBCUniversal Media LLC, a subsidiary of Comcast Corporation.
NBCUniversal Media Partnership	The media partnership between PointsBet and NBCUniversal in accordance with the NBCUniversal Media Partnership Agreement, a description of which is provided in Section 2.
NBCUniversal Media Partnership Agreement	A media partnership agreement between PointsBet and NBCUniversal dated 28 August 2020.
NBCUniversal Subscription Agreement	A subscription agreement between PointsBet and NBCUniversal dated 28 August 2020.
New Option	A new Option to be issued under the Entitlement Offer.
New Securities	The New Shares and the New Options.
New Share	A new Share to be issued under the Entitlement Offer or the Placement (as applicable).
Offer Management and Underwriting Agreement	The offer management and underwriting agreement in respect of the Offer dated Wednesday, 2 September 2020 between the Company, the Underwriter and the Junior Lead Manager.
Offer	The Entitlement Offer and the Placement.
Offer Price	The offer price of the Entitlement Offer, being \$6.50 per New Share.

11 GLOSSARY

TERM	MEANING
Offer Website	www.pbhoffer.com.au.
Option	An option entitling its holder to subscribe for Shares.
Permitted Jurisdictions	Australia, European Union, Hong Kong, New Zealand, Norway, Singapore, Switzerland, United Kingdom and the United States.
Placement	The placement of New Shares to sophisticated and institutional investors undertaken by the Company to raise approximately \$200 million (excluding the costs of the Placement).
PointsBet Offer Information Line	As set out in the Corporate Directory contained in Section 12 of this Prospectus.
Pro Forma Historical Statement of Financial Position	The pro forma historical financial information contained in Section 5 of this Prospectus.
Prospectus	This prospectus, and any supplementary or replacement prospectus.
Prospectus Date	Monday, 7 September 2020.
Record Date	7.00pm (Melbourne time) on Wednesday, 9 September 2020.
Renunciation and Transfer Form	The Renunciation and Transfer Form in respect of Entitlements which can be obtained through the PointsBet Offer Information Line.
Retail Entitlement	The number of New Securities that an Eligible Retail Shareholder is entitled to apply for under the Retail Entitlement Offer.
Retail Entitlement Offer	The pro rata accelerated renounceable entitlement offer to Eligible Retail Shareholders.
Retail Entitlement Offer Closing Date	The Retail Entitlement Offer Closing Date referred to in the 'Key Dates' section of this Prospectus.
Retail Entitlement Offer Opening Date	The Retail Entitlement Offer Opening Date referred to in the 'Key Dates' section of this Prospectus.
Retail Entitlement Offer Period	The period between the Retail Entitlement Offer Opening Date and the Retail Entitlement Offer Closing Date.
Retail Premium	The proceeds (if any) in excess of the Offer Price (per underlying Share) in respect of Entitlements sold in the Retail Shortfall Bookbuild.
Retail Shortfall Bookbuild	The bookbuild process associated with the Retail Entitlement Offer.
Share	A fully paid ordinary share in the capital of the Company.
Shareholder	A holder of a Share.
Share Registry	Computershare Investor Services Pty Limited ACN 078 279 277, or the share register of the Company maintained by it (as applicable).
Statutory Historical Statement of Financial Position	The statutory historical financial information contained in Section 5 of this Prospectus.
US Securities Act	United States Securities Act of 1933 (as amended).

12 CORPORATE DIRECTORY

POINTS BET'S REGISTERED OFFICE

PointsBet Holdings Limited
Level 2, 165 Cremorne Street
Cremorne VIC 3121

UNDERWRITER

Bell Potter Securities Limited
Level 38, Aurora Place
88 Phillip Street
Sydney NSW 2000

JUNIOR LEAD MANAGER

MST Financial Services Pty Ltd
Level 13, 14 Martin Place
Sydney NSW 2000

AUSTRALIAN LEGAL ADVISER

Clarendon Lawyers Pty Ltd
Level 29, 55 Collins Street
Melbourne VIC 3000

POINTS BET OFFER INFORMATION LINE

Within Australia: 1300 157 209
Outside Australia: +61 3 9415 4153
8.30am to 5.00pm (Melbourne time)
Monday to Friday (excluding public holidays)

INVESTIGATING ACCOUNTANT

RSM Corporate Australia Pty Ltd
Level 21, 55 Collins Street
Melbourne VIC 3000

AUDITOR

RSM Australia Partners
Level 21, 55 Collins Street
Melbourne VIC 3000

SHARE REGISTRY

Computershare Investor Services Pty Limited
452 Johnston Street
Abbotsford VIC 3067
www.computershare.com/au

COMPANY WEBSITE

investors.pointsbet.com.au

OFFER WEBSITE

www.pbhoffer.com.au

ANNEXURE A – OPTION TERMS OF ISSUE

Each option (**Option**) entitles its holder to subscribe for one fully-paid ordinary share in the capital of the Company (**Share**) on the following terms and conditions.

- a. The Options are exercisable at \$13.00 each, at any time after their issue up to 5pm Australian Eastern Time on 30 September 2022, but not thereafter (**Option Exercise Period**). Each Option will automatically lapse if not exercised prior to expiry of the Option Exercise Period.
- b. Each Option entitles the holder to subscribe for, and be issued with, one Share.
- c. The Company must give or cause to be given to each Option holder a certificate or holding statement stating:
 - i. the number of Options issued to the Option holder;
 - ii. the exercise price of the Options; and
 - iii. the date of issue of the Options and the Option Exercise Period.
- d. The Company will maintain a register of holders of Options in accordance with section 168(1)(b) of the *Corporations Act 2001* (Cth).
- e. The Options are freely transferable, subject to registration of the transfer by the Company.
- f. For such time as the Company is listed, the official listing rules of ASX (**Listing Rules**) will apply to the Options.
- g. Options do not carry any dividend entitlement until they are exercised. Subject to the Constitution, Shares issued on exercise of Options will rank equally with all other issued Shares from the date they are issued by the Company.
- h. An Option holder is not entitled to participate in any new issue of securities to existing shareholders of the Company (**Shareholders**) unless the Option holder has exercised its Options before the record date for determining entitlements to the new issue of securities and participates as a result of holding Shares.
- i. If the Company is listed on ASX, the Company must give the Option holder, if required to do so by the Listing Rules, notice of:
 - i. the proposed terms of the issue or offer proposed under paragraph (h); and
 - ii. the right to exercise the Option holder's Options under paragraph (h).
- j. If the Company makes a bonus issue of Shares or other securities to Shareholders (except an issue in lieu of dividends or by way of dividend reinvestment) and no Share has been issued in respect of an Option before the record date for determining entitlements to the issue, then the number of underlying Shares over which the Option is exercisable is increased by the number of Shares which the Option holder would have received if the Option holder had exercised the Option before the record date for determining entitlements to the issue, in accordance with the Listing Rules.
- k. If the Company makes a pro rata issue of Shares (except a bonus issue) to existing Shareholders (except an issue in lieu or in satisfaction of dividends or by way of dividend reinvestment) and no Share has been issued in respect of the Option before the record date for determining entitlements to the issue, the Company may elect to reduce the exercise price of each Option in accordance with the Listing Rules.
- l. If there is a reorganisation (including consolidation, sub-division, reduction or return) of the share capital of the Company, then the rights of the Option holder (including the number of Options to which each Option holder is entitled and the exercise price) is changed to the extent necessary to comply with the Listing Rules applying to a reorganisation of capital at the time of the reorganisation.
- m. Any calculations or adjustments which are required to be made under these Option Terms of Issue will be made by the Board and will, in the absence of manifest error, be final and conclusive and binding on the Company and the Option holder.
- n. The Company must within a reasonable period give to each Option holder notice of any change under paragraphs (h) to (l) (inclusive) to the exercise price of any Options held by an Option holder or the number of Shares for which the Option holder is entitled to subscribe on exercise of the Options.
- o. When exercising Options, an Option holder must give the Company or its share register a notice of exercise of options form (in a form approved by the Company), together with payment of the exercise monies payable to the Company in connection with the Options being exercised.
- p. The Options are exercisable on any day other than a Saturday, Sunday public holiday or any other day that ASX declares is not a business day (**Business Day**) during the Option Exercise Period.
- q. If an Option holder exercises less than the total number of its Options, the Company must issue, or cause to be issued to the Option holder a new holding statement for the remaining number of Options held by the Option holder.

- r. Options will be deemed to be exercised on the date that the Notice of Exercise of Option Form is received by the Company in accordance with paragraphs (o) and (p). The Company shall within 5 Business Days after the receipt of such Notice and cleared funds, issue Shares in respect of the Options exercised and dispatch a holding statement to the holder in respect of the Shares so issued.
- s. The Company will apply to ASX for official quotation of the Shares issued on exercise of the Options on the date of issue of such Shares.
- t. The Company will advise an Option holder at least 20 Business Days before the impending expiry of their Options and will advise the due date for payment, the amount of money payable on exercise, the consequences of non-payment and such other details as the Listing Rules then prescribe, so as to enable holders to determine whether or not to exercise their Options during the Option Exercise Period.
- u. These Option Terms of Issue and the rights and obligations of Option holders are governed by the laws of Victoria. Each Option holder irrevocably and unconditionally submits to the non exclusive jurisdiction of the courts of Victoria and the Federal Court of Australia and any courts that may hear appeals from those courts about any proceedings in connection with these Options.
- v. The Options and the Shares have not been, and will not be, registered under the US Securities Act of 1933 or applicable US state securities laws. As a result, the Options may not be exercised by persons in the United States except in transactions exempt from, or not subject to, such registration requirements.

ANNEXURE B – INVESTOR PRESENTATION



IMPORTANT NOTICES AND DISCLAIMER

This investor presentation (Presentation) has been prepared by PointsBet Holdings Limited (ACN 621 179 351) (PBH or the Company) and is dated 7 September 2020. This Presentation has been prepared in relation to a fully underwritten 1 for 6.5 non-prata accelerated, renounceable entitlement offer of new ordinary fully paid shares in PBH (New Shares) with retail rights trading (Entitlement Offer) in addition to an institutional placement (Placement), together the Capital Raising. The Placement is to be made under section 708A of the Corporations Act 2001 (Ch) (Corporations Act) as modified by the Australian Securities and Investments Commission (ASIC). The Entitlement Offer will be made pursuant to a transaction-specific prospectus to be lodged with ASIC on or around 7 September 2020 (Prospectus).

Summary information

This Presentation contains summary information about PBH and its activities which is current only at the date of this Presentation. The information in this Presentation is of a general nature and does not purport to be complete nor does it contain all the information which a prospective investor may require in evaluating a possible investment in PBH or that would be required in a prospectus or product disclosure statement prepared in accordance with the requirements of the Corporations Act.

PBH's historical information in this Presentation is, or is based upon, information that has been released to the Australian Securities Exchange (ASX). This Presentation should be read in conjunction with PBH's other periodic and continuous disclosure information lodged with the ASX, which are available at www.asx.com.au. Certain market and industry data used in connection with this Presentation may have been obtained from research, surveys or studies conducted by third parties, including industry or general publications. Neither PBH nor its representatives have independently verified any such market or industry data provided by third parties or industry or general publications.

Not an offer

This Presentation is not a prospectus, product disclosure statement or other offering document under Australian law (and will not be lodged with the ASIC) or any other law. This Presentation is for information purposes only and is not an invitation or offer of securities for subscription, purchase or sale in any jurisdiction.

The Prospectus will be available following its lodgment with ASIC and ASX. Any eligible shareholder who wishes to participate in the Entitlement Offer should consider the Prospectus in deciding whether to apply under that offer.

The release, publication or distribution of this Presentation (including an electronic copy) outside Australia may be restricted by law. If you come into possession of this Presentation, you should observe such restrictions. Any non-compliance with these restrictions may contravene applicable securities laws. Refer to the "International Offer restrictions" section of this Presentation for more information. This Presentation has been prepared for publication in Australia and may not be released to US wire services or distributed in the United States. This Presentation does not constitute an offer to sell, or a solicitation of an offer to buy, securities in the United States or any other jurisdiction. Any securities described in this Presentation have not been, and will not be, registered under the US Securities Act of 1933 and may not be offered or sold in the United States except in transactions exempt from, or not subject to, registration under the US Securities Act and applicable US state securities laws.

By receiving or attending this Presentation, each recipient warrants and represents that it understands the contents of this "Important notice and disclaimer", agrees to abide by its terms and conditions, makes the representations and warranties contained in it and acknowledges and agrees that this Presentation must be kept private and confidential.

Not investment advice

This Presentation does not constitute investment or financial product advice (nor tax, accounting or legal advice) or any recommendation by PBH or its advisers to acquire entitlements or New Shares and does not and will not form any part of any contract for the acquisition of entitlements or New Shares. Each recipient of this Presentation should make its own enquiries and investigations regarding all information in this Presentation including but not limited to the assumptions, uncertainties and contingencies which may affect future operations of PBH and the impact that different future outcomes may have on PBH.

This Presentation has been prepared without taking account of any person's individual investment objectives, financial situation or particular needs. Before making an investment decision, prospective investors should consider the appropriateness of the information having regard to their own investment objectives, financial situation and needs and seek legal, accounting and taxation advice appropriate to their jurisdiction. PBH is not licensed to provide financial product advice in respect of PBH shares. Cooling off rights do not apply to the acquisition of New Shares offered under the Capital Raising.

Investment risk

An investment in PBH shares is subject to known and unknown risks, some of which are beyond the control of PBH and its directors. Although there is financial information in this Presentation, that information (as noted in the "Financial data" section of this important notice and disclaimer below) is for illustrative purposes only and PBH does not guarantee any particular rate of return or the performance of PBH. PBH does not guarantee any particular tax treatment (including in relation to the Capital Raising) and the information regarding tax in this Presentation and the Prospectus is not advice. Investors should have regard to the risk factors outlined in the "Key risks" section of this Presentation when making their investment decision.

Financial data

All financial information in this Presentation is in Australian currency (A\$) unless otherwise stated.

Investors should note that this Presentation contains historical financial information based on the Company's results for the financial year ending 30 June 2020. This information is disclosed in the Company's Appendix 4E and Annual Report lodged with ASX on 28 August 2020.

The financial information provided in this Presentation is for illustrative purposes only and is not represented as being indicative of PBH's views on its future financial condition and/or performance.

The financial information contained in this Presentation has not been audited or reviewed in accordance with the Australian Accounting Standards.

This Presentation includes pro-forma information and does not purport to be in compliance with Article 11 of Regulation S-X of the rules and regulations of the US Securities and Exchange Commission. Investors should be aware that financial data in this Presentation include "non-IFRS financial information" under ASIC Regulatory Guide 230 "Disclosing non-IFRS financial information" published by ASIC and also "non-GAAP financial measures" within the meaning of Regulation G under the US Securities Exchange Act of 1934. The Company believes non-IFRS/non-GAAP financial information provides useful information to users in measuring its financial performance and conditions. The non-IFRS financial information does not have a standardised meaning prescribed by Australian Accounting Standards and, therefore, may not be comparable to similarly titled measures presented by other entities, nor should they be construed as an alternative to other financial measures determined in accordance with Australian Accounting Standards.

Investors are cautioned, therefore, not to place undue reliance on any non-IFRS/non-GAAP financial information included in this Presentation.

Foreign exchange

The results and financial position of foreign operations that have a functional currency different from the presentation currency are translated into the presentation currency as follows:

- assets and liabilities are translated at the closing rate at relevant period end date,
- income and expenses are translated at average exchange rates, and
- all resulting exchange differences are recognised in other comprehensive income.

IMPORTANT NOTICES AND DISCLAIMER

Future performance and forward-looking statements

This Presentation contains certain "forward looking statements", including but not limited to projections, guidance on future revenues, earnings, margin improvement, other potential synergies and estimates, the timing and outcome of the acquisition, the outcome and effects of the Capital Raising and the use of proceeds, and the future performance of PBH. Forward looking statements can generally be identified by the use of forward looking words such as "expect", "anticipate", "likely", "intend", "should", "could", "may", "predict", "plan", "propose", "will", "believe", "forecast", "estimate", "target", "outlook", "guidance", "potential" and other similar expressions within the meaning of securities laws of applicable jurisdictions and include, but are not limited to, statements relating to the impact of the acquisition, the future performance and financial position of PBH, estimated net synergies after the acquisition, the outcome and effects of the Capital Raising and the use of proceeds. Indications of, and guidance on, future earnings and financial position and performance are also forward looking statements.

The forward looking statements contained in this Presentation are not guarantees or predictions of future performance and involve known and unknown risks and uncertainties and other factors, many of which are beyond the control of PBH, its directors and management, and may involve significant elements of subjective judgment and assumptions as to future events which may or may not be correct. Refer to the "Key risks" section of this Presentation for a summary of certain general, PBH specific and acquisition specific risk factors that may affect PBH. There can be no assurance that actual outcomes will not differ materially from these forward looking statements. A number of important factors could cause actual results or performance to differ materially from the forward looking statements, including the risk factors set out in this Presentation. Investors should consider the forward looking statements contained in this Presentation in light of those disclosures. No representation or warranty, express or implied, is made as to the accuracy, likelihood of achievement or reasonableness of any forecasts, prospects, returns or statements in relation to future matters contained in this Presentation. The forward looking statements are based on information available to PBH as at the date of this Presentation. Except as required by law or regulation (including the ASX Listing Rules), PBH and its directors, officers, employees, advisers, agents and intermediaries undertake no obligation to provide any additional or updated information whether as a result of new information, future events or results or otherwise. Indications of, and guidance or outlook on, future earnings or financial position or performance are also forward looking statements. You are strongly cautioned not to place undue reliance on forward-looking statements, particularly in light of the current economic climate and the significant volatility, uncertainty and disruption caused by the outbreak of COVID-19.

Effect of rounding

A number of figures, amounts, percentages, estimates, calculations of value and fractions in this Presentation (including in charts, graphs or tables in the Presentation) are subject to the effect of rounding. Accordingly, the actual calculation of these figures may differ from the figures set out in this Presentation.

Past performance

Investors should note that past performance, including past share price performance of PBH is given for illustrative purposes only and cannot be relied upon as an indicator of (and provides no guidance as to) future PBH performance including future share price performance.

Disclaimer

Neither Bell Potter Securities Limited or MST Financial Services Pty Limited (the **Joint Lead Managers**), nor Meelis & Company LLC (**International Selling Agent**), nor PBH's respective advisers or any of their respective affiliates, related bodies corporate, directors, officers, partners, employees and agents, have authorised, permitted or caused the issue, submission, dispatch or provision of this Presentation and, for the avoidance of doubt, and except to the extent referred to in this Presentation, none of them makes or purports to make any statements in this Presentation and there is no statement in this Presentation which is based on any statement by any of them.

To the maximum extent permitted by law, PBH, the Joint Lead Managers, the International Selling Agent and their respective advisers, affiliates, related bodies corporate, directors, officers, partners, employees and agents exclude and disclaim all liability, including without limitation for negligence or for any expenses, losses, damages or costs incurred by you as a result of your participation in or failure to participate in the Capital Raising and the information in the Presentation being inaccurate or incomplete in any way for any reason, whether by negligence or otherwise.

To the maximum extent permitted by law, PBH, the Joint Lead Managers, the International Selling Agent and their respective advisers, affiliates, related bodies corporate, directors, officers, partners, employees and agents make no representation or warranty, express or implied, as to the currency, accuracy, reliability or completeness of information in this Presentation and, with regards to the Joint Lead Managers and the International Selling Agent, their advisers, affiliates, related bodies corporate, directors, officers, partners, employees and agents, have not independently verified any such information and take no responsibility for any part of this Presentation or the Capital Raising.

The Joint Lead Managers and the International Selling Agent, and their respective advisers, affiliates, related bodies corporate, directors, officers, partners, employees and agents, make no recommendations as to whether you or your related parties should participate in the Capital Raising nor do they make any representations or warranties to you concerning the Capital Raising, and you represent, warrant and agree that you have not relied on any statements made by the Joint Lead Managers, the International Selling Agent, or any of their respective advisers, affiliates, related bodies corporate, directors, officers, partners, employees and agents in relation to the Capital Raising and you further expressly disclaim that you are in a fiduciary relationship with any of them. Statements made in this Presentation are made only as at the date of this Presentation. The information in this Presentation remains subject to change without notice.

You acknowledge and agree that:

- determination of eligibility of investors for the purposes of participation in the Capital Raising is determined by reference to a number of matters, including legal and regulatory requirements, logistical and registry constraints and the discretion of PBH and the Joint Lead Managers; and
- each of PBH, the Joint Lead Managers, the International Selling Agent and their respective advisers, affiliates, related bodies corporate, directors, officers, partners, employees and agents disclaim any duty or liability (including for negligence) in respect of that determination and the exercise or otherwise of that discretion, to the maximum extent permitted by law.

PBH reserves the right to withdraw, or vary the timetable for the Capital Raising without notice.

By attending an investor presentation or briefing, or accepting, accessing or reviewing this Presentation you acknowledge and agree to the terms set out in this important notice and disclaimer.

AGENDA

Executive Summary

Capital Raising & FY20 Financial Results Summary

NBCUniversal Media Partnership

Appendices

- Risk Factors
- International Selling Restrictions
- Summary of Offer Management & Underwriting Agreement
- NBC Sports Regional Networks

ANNEXURE B – INVESTOR PRESENTATION

EXECUTIVE SUMMARY

- Capital raising of ~A\$353 million ("Capital Raising")**
- Fully underwritten, 1 for 6.5 accelerated, pro-rata renounceable entitlement offer (with retail rights trading) to raise A\$153.2 million and 1 for 2 free attaching options ("Entitlement Offer")
 - Institutional placement, which was completed 4 September 2020, raising A\$200 million ("Placement")
 - PointsBet expects to have A\$485.8 million in pro forma cash on completion of the Capital Raising⁽¹⁾



SECURED TRANSFORMATIONAL MEDIA PARTNERSHIP

- ✓ Transformational media partnership secured with NBCUniversal
- ✓ 5-year media partnership providing access to world-leading broadcasting and digital assets
- ✓ Expected to drive significant financial benefits
- ✓ Key alignment reinforced with a significant equity subscription



STRONG FY20 GROUP PERFORMANCE

- ✓ Strong performance with year-on-year Net Win growth of 191%
- ✓ Australian Trading Business delivered positive EBITDA for FY20 after only 3 years of operation
- ✓ Achieved 6.25% New Jersey online handle market share for FY20⁽²⁾



CONTINUED US EXPANSION

- ✓ Launched retail and online operations in Iowa
- ✓ Launched online operations in Indiana
- ✓ Licenses approved for Illinois and Colorado
- ✓ Market access secured to seven additional states
- ✓ iGaming preparing for launch in Michigan, New Jersey and West Virginia



EXECUTION OF STRATEGIC PARTNERSHIPS

- ✓ Exclusive Channel 7 horse racing partnership
- ✓ Exclusive wagering partner for Fox Sports AFL during the 2020 season
- ✓ Key partnerships with major US sports teams including the Detroit Tigers, Indiana Pacers, Colorado Avalanche, Denver Nuggets and Colorado Mammoth⁽³⁾



Notes: (1) As at 30 June 2020, PointsBet had A\$144.3 million in cash (of which A\$9.0 million represented client cash), the majority of which is held in USD; (2) Based on total New Jersey online sports betting handle for FY20, as reported by the New Jersey Division of Gaming Enforcement ("NJDE"); (3) Partnership with Colorado Avalanche, Denver Nuggets and Colorado Mammoth secured through partnership with Kroenke Sports & Entertainment.

CAPITAL RAISING PRESENTATION | SEPTEMBER 2020

AGENDA

Executive Summary

Capital Raising & FY20 Financial Results Summary

NBCUniversal Media Partnership

Appendices

- *Risk Factors*
- *International Selling Restrictions*
- *Summary of Offer Management & Underwriting Agreement*
- *NBC Sports Regional Networks*



ENTITLEMENT OFFER OVERVIEW

Accelerated, pro rata renounceable entitlement offer with retail rights trading to raise ~A\$153.2 million

STRUCTURE AND SIZE	<ul style="list-style-type: none"> Fully underwritten 1 for 6.5 pro-rata accelerated institutional renounceable entitlement offer of new fully paid ordinary shares ("New Shares") with retail rights trading to raise gross proceeds of approximately A\$153.2 million For every 2 shares issued under the Entitlement Offer, 1 free attaching option will be issued ("New Option"). The New Options will have an exercise price of A\$13.00 and will be exercisable until expiry on 30 September 2022. The Company will apply for quotation of the New Options
ENTITLEMENT OFFER PRICE	<ul style="list-style-type: none"> Entitlement Offer price of A\$6.50 per New Share, representing a discount of: <ul style="list-style-type: none"> 52.5% to the closing price of PointsBet's shares of A\$13.69 per share on 2 September 2020; and 48.3% to TERP (including New Shares to be issued via the Placement)⁽¹⁾ of A\$12.57
INSTITUTIONAL ENTITLEMENT OFFER	<ul style="list-style-type: none"> Institutional Entitlement Offer will be open from 7 September to 8 September 2020 Institutional Entitlements not taken up and entitlements of ineligible institutional shareholders will be placed into the Institutional Shortfall Bookbuild to be conducted on 8 September 2020
RETAIL ENTITLEMENT OFFER	<ul style="list-style-type: none"> Eligible retail shareholders in Australia and New Zealand have a number of options under the Retail Entitlement Offer <ul style="list-style-type: none"> elect to take up all or part of their pro rata entitlement by the Retail Entitlement Offer close date of 22 September 2020 sell their entitlement on ASX between 9 September and 15 September 2020 do nothing and let their entitlements be offered for sale through the retail shortfall bookbuild process managed by the Joint Lead Managers with any proceeds in excess of the Entitlement Offer price (net of any withholding tax and expenses) paid to the shareholder
UNDERWRITING	<ul style="list-style-type: none"> Bell Potter Securities Limited is Lead Manager and MST Financial Services Pty Ltd is Junior Lead Manager (together the "Joint Lead Managers") The Entitlement Offer is fully underwritten by Bell Potter Securities Limited ("Underwriter")
RANKING	<ul style="list-style-type: none"> New Shares issued under the Entitlement Offer will rank equally with existing shares
RECORD DATE	<ul style="list-style-type: none"> 7:00pm (AEST) on 9 September 2020
<p><small>Note: (1) TERP is a theoretical price at which PointsBet shares trade immediately after the ex-date for the Entitlement Offer and includes New Shares to be issued via the Placement. The TERP is a theoretical calculation only and the actual price at which PointsBet shares trade immediately after the ex-date for the Entitlement Offer, including New Shares to be issued via the Placement, will depend on many factors and may not be equal to TERP. TERP is calculated by reference to PointsBet's closing price of A\$13.69 on 2 September 2020.</small></p>	
<p>POINTS BET CAPITAL RAISING PRESENTATION SEPTEMBER 2020 7</p>	

PLACEMENT OVERVIEW

Placement to institutional shareholders to raise A\$200 million

STRUCTURE AND SIZE	<ul style="list-style-type: none"> Institutional placement to raise A\$200 million by the issue of 18.2 million New Shares <ul style="list-style-type: none"> the Placement represents 12% of the total shares outstanding prior to the Capital Raising the Placement is being undertaken utilising the Company's existing placement capacity under ASX Listing Rule 7.1 New Shares offered under the Placement will not be issued with free attaching New Options
PLACEMENT PRICE	<ul style="list-style-type: none"> The Placement price of A\$11.00 per New Share was determined via a bookbuild which was conducted from 2 September to 4 September 2020: <ul style="list-style-type: none"> represents a 12.5% discount to TERP (including New Shares to be issued via the Placement)⁽¹⁾ of A\$12.57; and represents a 69.2% premium to the Entitlement Offer price
UNDERWRITING	<ul style="list-style-type: none"> Bell Potter Securities Limited acted as Lead Manager and MST Financial Services Pty Ltd as Junior Lead Manager (together the Joint Lead Managers) to the Placement Bell Potter Securities Limited is providing settlement underwriting in respect of the New Shares subscribed for under the Placement Moelis & Company LLC acted as International Selling Agent for the Placement
RANKING	<ul style="list-style-type: none"> New Shares issued under the Placement will rank equally with existing shares PBH shares from their date of issue New Shares issued under the Placement will be issued after the record date and will not be eligible for participation in the Entitlement Offer
<p><small>Note: (1) TERP is a theoretical price at which PointsBet shares trade immediately after the ex-date for the Entitlement Offer and includes New Shares to be issued via the Placement. The TERP is a theoretical calculation only and the actual price at which PointsBet shares trade immediately after the ex-date for the Entitlement Offer, including New Shares to be issued via the Placement, will depend on many factors and may not be equal to TERP. TERP is calculated by reference to PointsBet's closing price of A\$13.69 on 2 September 2020.</small></p>	
<p>POINTS BET CAPITAL RAISING PRESENTATION SEPTEMBER 2020 8</p>	

ANNEXURE B – INVESTOR PRESENTATION

NBCUNIVERSAL PARTNERSHIP	
COMMERCIAL AGREEMENTS	<ul style="list-style-type: none"> • 5-year partnership • Total committed marketing spend of US\$393 million allocated in progressively increasing amounts over the 5-year media partnership, together with incentives payable to NBCUniversal for customer referrals • Premium placement and agreed pricing structure across NBC Sports broadcast and digital assets • Official Sports Betting Partner of NBC Sports • Exclusive gameday integrations across NBC Sports Regional Networks • Exclusive Sports Betting Partner of NBC Sports Predictor app (Free-to-Play games platform) • First look rights to sports betting partnership opportunities across new NBC Sports properties, platforms and products
EQUITY SUBSCRIPTION	<ul style="list-style-type: none"> • Subject to shareholder approval, NBCUniversal will be issued shares representing 4.9% on issue, and 66.88 million options with an exercise price of A\$13.00 maturing and capable of exercise at 5 years • Total value of shares and options will offset against the committed marketing spend and therefore significantly reduce the cash commitment over the 5-year term • As an alternative to exercising the options, NBCUniversal may elect to receive an amount of A\$105 million, representing a refund of the agreed option value. If NBCUniversal elects this cash payment, such funds would represent consideration for media rights already provided and result in the options being cancelled
<p>POINTSBET CAPITAL RAISING PRESENTATION SEPTEMBER 2020 9</p>	

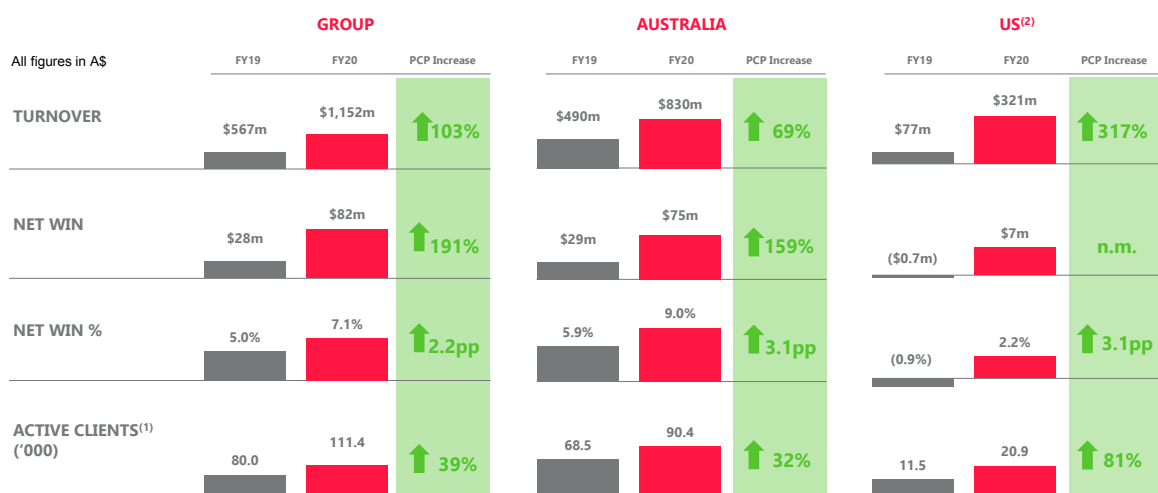
CAPITAL RAISING AND USE OF FUNDS																					
CAPITAL RAISING	<ul style="list-style-type: none"> • Capital Raising to raise A\$353 million comprising: <ul style="list-style-type: none"> – Fully underwritten Entitlement Offer to raise A\$153.2 million; and – Placement to raise A\$200 million 																				
USE OF FUNDS	<table border="1"> <thead> <tr> <th>Use of funds</th> <th>A\$ million</th> <th>% of Capital Raising proceeds</th> </tr> </thead> <tbody> <tr> <td>• US marketing costs in target States, predominantly related to client acquisition and retention, corporate costs and working capital</td> <td>A\$283.3</td> <td>80.2%</td> </tr> <tr> <td>• Technology and platform development</td> <td>A\$45.9</td> <td>13.0%</td> </tr> <tr> <td>• US business development</td> <td>A\$12.3</td> <td>3.5%</td> </tr> <tr> <td>• Costs of the Capital Raising</td> <td>A\$11.7</td> <td>3.3%</td> </tr> <tr> <td>Total uses</td> <td>A\$353.2</td> <td>100%</td> </tr> </tbody> </table>	Use of funds	A\$ million	% of Capital Raising proceeds	• US marketing costs in target States, predominantly related to client acquisition and retention, corporate costs and working capital	A\$283.3	80.2%	• Technology and platform development	A\$45.9	13.0%	• US business development	A\$12.3	3.5%	• Costs of the Capital Raising	A\$11.7	3.3%	Total uses	A\$353.2	100%		
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Total uses	A\$353.2	100%																			
<p>POINTSBET CAPITAL RAISING PRESENTATION SEPTEMBER 2020 10</p>																					

CAPITAL RAISING TIMETABLE

Event	Date (2020)
Trading halt and announcement of Capital Raising (after-market)	Wednesday, 2 September
Placement bookbuild opened (after-market)	Wednesday, 2 September
Placement closed	Friday, 4 September
Institutional Entitlement Offer opens	Monday, 7 September
Institutional Entitlement Offer closes and Institutional Entitlement Offer shortfall bookbuild	Tuesday, 8 September
Trading halt lifted and retail entitlements commence trading on ASX on a deferred settlement basis	Wednesday, 9 September
Record date for Entitlement Offer (7:00pm AEST)	Wednesday, 9 September
Settlement of Placement	Wednesday, 9 September
Allotment date and normal trading of New Shares issued under the Placement	Thursday, 10 September
Retail Entitlement Offer opens	Friday, 11 September
Prospectus and Entitlement and Acceptance Form available to Eligible Retail Shareholders	Friday, 11 September
Settlement of Institutional Entitlement Offer and Institutional Entitlement Offer shortfall	Monday, 14 September
Allotment date and normal trading of New Shares issued under the Institutional Entitlement Offer and Institutional Entitlement Offer shortfall	Tuesday, 15 September
Allotment (but not trading) of New Options issued in connection with the Institutional Entitlement Offer	Tuesday, 15 September
Retail entitlement trading on ASX ends	Tuesday, 15 September
Retail Entitlement Offer closes (5:00pm AEST)	Tuesday, 22 September
Announcement of results of the Retail Entitlement Offer	Friday, 25 September
Retail Entitlement Offer shortfall bookbuild	Friday, 25 September
Settlement of Retail Entitlement Offer and Retail Entitlement Offer shortfall	Wednesday, 30 September
Allotment of New Shares issued under the Retail Entitlement Offer and Retail Entitlement Offer shortfall	Thursday, 1 October
All New Shares and New Options issued under the Retail Entitlement Offer and Retail Entitlement Offer shortfall commence trading on ASX	Friday, 2 October
Dispatch of holding statements in respect of New Shares issued under the Retail Entitlement Offer and Retail Entitlement Offer shortfall	Friday, 2 October

The above timetable is indicative only and subject to change. PointsBet reserves the right to vary these dates or to withdraw the Capital Raising at any time. Subject to the requirements of the Corporations Act, the ASX Listing Rules and any other applicable laws, PointsBet, in consultation with the Underwriter, reserves the right to amend the timetable at any time.

STRONG GROWTH ACROSS KEY KPIS

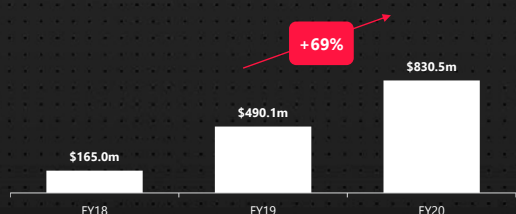


Notes: (1) Clients that have placed a bet in the 12 months preceding the relevant year-end date; (2) Average AUD / USD FX rate 0.6729

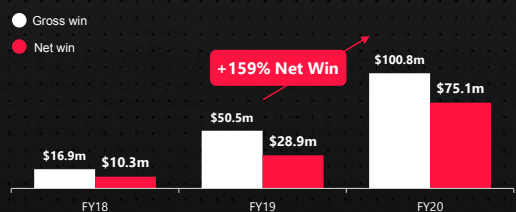
ANNEXURE B – INVESTOR PRESENTATION

CONTINUED GROWTH IN AUSTRALIA

POINTS BET AUSTRALIA – TURNOVER (A\$)



POINTS BET AUSTRALIA – GROSS WIN AND NET WIN (A\$)



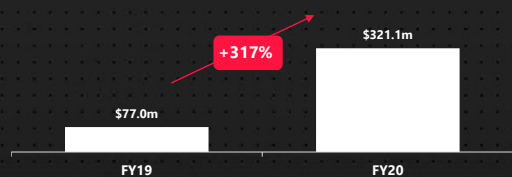
POINTS BET AUSTRALIA – PCP PERFORMANCE (A\$M)

Key metrics	FY19	FY20	Increase
Turnover	490.1	830.5	69.5%
Gross Win	50.5	100.8	99.6%
Gross Win Margin	10.3%	12.1%	+1.8pp
Net Win	28.9	75.1	159.4%
Net Win Margin	5.9%	9.0%	+3.1pp
Net Revenue	26.3	68.2	158.9%

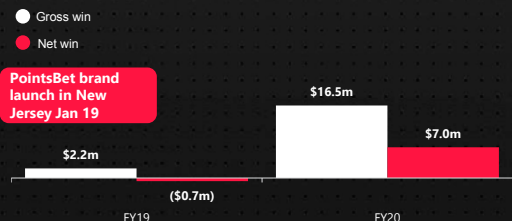
- Australian Trading Business achieved a Net Win of A\$75.1m for FY20 (+159.4% on PCP), including successive record-breaking months in the June quarter
- First positive EBITDA year for the Australian Trading business, recording a statutory EBITDA of A\$6.9m for FY20
- Australian marketing expenses were A\$20.1 million for the Reporting Period, which increased versus the PCP
- Successfully executed media partnerships with Channel 7 (horse racing) and Fox Sports AFL (Australian Football League)
- Continued investment in PointsBet's technology platform, product and client experience across the reporting period

YEAR ON YEAR GROWTH IN THE US

POINTS BET US – TURNOVER (A\$)⁽¹⁾



POINTS BET US – GROSS WIN AND NET WIN (A\$)⁽¹⁾



POINTS BET US – PCP PERFORMANCE (A\$M)⁽¹⁾

Key metrics	FY19	FY20	Increase
Turnover	77.0	321.1	316.8%
Gross Win	2.2	16.5	651.9%
Gross Win Margin	2.8%	5.1%	+2.3pp
Net Win	(0.7)	7.0	n.m.
Net Win Margin	(0.9%)	2.2%	+3.1pp
Net Revenue	(0.7)	7.0	n.m.

- Net Win of A\$7.0m despite significant impacts from COVID as US sports suspended during Q4 FY20
- Operational in New Jersey, Iowa and Indiana, with launches in Colorado, Michigan and Illinois expected in the coming six months
- Online handle market share of 6.25% in New Jersey for FY20⁽²⁾
- Sports wagering access secured in 7 additional US states⁽²⁾ and iGaming in 8 US states⁽³⁾ (New Jersey, Michigan and West Virginia have legalised iGaming)
- US marketing expenses were A\$15.3 million, an increase year on year reflecting our first full year of US operations

NEW PARTNERSHIPS



Notes: (1) Average AUD / USD FX rate 0.6729; (2) Based on total New Jersey online sports betting handle for FY20, as reported by the New Jersey Division of Gaming Enforcement ("NJDE"); (3) Subject to enabling legislation

GROUP RESULTS – NORMALISED

All amounts in A\$m ⁽¹⁾	Normalised ⁽³⁾	
	FY19	FY20
Net revenue	25.6	75.2
Cost of sales	(14.8)	(36.9)
Gross profit	10.9	38.2
Other income ⁽²⁾	0.5	0.4
Sales and marketing expense	(24.9)	(35.4)
Employee benefits expense	(14.1)	(27.5)
Product and technology expense	(1.9)	(6.0)
Administrative and other expenses	(3.1)	(7.3)
Total operating expenses	(44.0)	(76.3)
EBITDA	(32.7)	(37.6)

Australian Marketing

A\$20.1 million for the Reporting Period, which increased versus the PCP.

US Marketing

A\$15.3 million, an increase year-on-year reflecting PointsBet's first full year of US operations.

- When sports paused in March 2020, marketing expenses were immediately reduced, and as a result, annual marketing expenses were less than pre-COVID expectations.

Employee Benefits

Expenses have increased as the Group continues to build a world class team across all areas of the business. Headcount as at 30 June 2020 had grown 31% since 30 June 2019, with 214 total employees split between Australia 133 and US 81.

Technology

As betting volumes have increased, costs associated with developing, hosting, operating and securing its technology and data platforms have increased for the Reporting Period versus the PCP.

- The Reporting Period represents PointsBet's first full year of operations in the US.

Note: (1) Average AUD / USD FX rate was 0.6729; (2) Other income relates to R&D income; (3) For detail on normalisation adjustments, please see slide 60 of the NBCUniversal Partnership & FY2020 Results presentation lodged with ASX on 28 August 2020

PRO FORMA BALANCE SHEET

All amounts in A\$m*	Notes	As at 30 Jun 2020	Impact of NBCUniversal Partnership ⁽¹⁾	Impact of Capital Raising	30 Jun 2020 (pro forma)
Cash and cash equivalents	2	144.3	-	341.4	485.8
Trade and other receivables		0.3	-	-	0.3
Other current assets		1.5	-	-	1.5
Total current assets		146.1	-	341.4	487.5
Financial assets		0.2	-	-	0.2
Plant & equipment		3.2	-	-	3.2
Intangible assets		56.8	-	-	56.8
Other non-current assets	3	1.5	170.6	-	172.1
Right-of-use assets		8.3	-	-	8.3
Total non-current assets		70.1	170.6	-	240.7
Total assets		216.2	170.6	341.4	728.2
Trade and other payables	4	14.6	2.0	-	16.7
Employee benefit obligations		1.3	-	-	1.3
Provisions		0.3	-	-	0.3
Other financial liabilities		1.5	-	-	1.5
Lease liabilities		0.9	-	-	0.9
Other current liabilities		7.9	-	-	7.9
Total current liabilities		26.4	2.0	-	28.5
Other non-current liabilities		4.4	-	-	4.4
Employee benefit obligations		0.8	-	-	0.8
Financial liabilities	5	-	74.2	-	74.2
Lease liabilities		8.2	-	-	8.2
Total non-current liabilities		12.6	74.2	-	86.8
Total liabilities		39.0	76.2	-	115.3
Net assets		177.1	94.4	341.4	612.9
Share capital	6	261.8	64.4	302.7	628.8
Reserves	7	8.8	31.1	39.5	79.4
Accumulated losses	8	(93.5)	(1.1)	(0.7)	(95.3)
Total equity		177.1	94.4	341.4	612.9

See Slide 17 for notes which detail the pro forma adjustments to the balance sheet

Note: * End of period AUD / USD FX rate 0.6905

ANNEXURE B – INVESTOR PRESENTATION

PRO FORMA ADJUSTMENTS TO THE BALANCE SHEET

Note (1) NBCUniversal Media Partnership: On 28 August 2020, the Company announced that its wholly owned subsidiary PointsBet USA Inc (**PointsBet USA**) and NBCUniversal Media LLC (**NBC Universal**), a subsidiary of Comcast Corporation, have entered into a five-year media partnership (**NBCUniversal Media Partnership**).

Under the NBCUniversal Media Partnership, PointsBet USA will become the Official Sports Betting Partner of NBC Sports as part of a 5-year media partnership. PointsBet USA has committed to a total marketing spend during this period of US\$393 million, and NBCUniversal will subscribe for a 4.9% shareholding in PointsBet, and receive 66.88 million options maturing in five years (both conditional on Shareholder approval).

Note (2) Cash and cash equivalents: Cash and Cash equivalents to increase by AS\$41.4 million to AS\$485.8 million on a pro-forma basis due to AS\$353.2 million gross proceeds from the Entitlement Offer and Placement, less the after-tax cash impact of unpaid Offer costs of AS\$11.7 million.

Note (3) Other non-current assets: Other non-current assets increases AS\$170.6 million to AS\$172.1 million on a pro-forma basis due to:

- The recognition of a non-current prepayment for future marketing spend of AS\$65.3 million which represents an offset to the total cash marketing commitment across the five years under the NBCUniversal Media Partnership, subject to requirements under Section 5.4 (Note 5). NBCUniversal will be issued AS\$65.3 million of new fully paid ordinary shares in the Company representing a 4.9% ownership interest post Shareholder approval as specified in the NBCUniversal Subscription Agreement.
- The recognition of a non-current prepayment for future marketing spend of AS\$105.3 million which represents an offset to the total cash marketing commitment across the five years under the NBCUniversal Media Partnership, subject to requirements under Section 5.4 (Note 5). This is in lieu of receiving the Consideration Options Value as consideration for the issue of 66.88 million Consideration Options over Shares in the Company maturing in 5 years, as specified in the NBCUniversal Subscription Agreement.

Note (4) Trade and other payables: Trade and other payables increases by AS\$2.0 million on a pro-forma basis due to the recognition of unpaid transaction costs related to the NBCUniversal Media Partnership.

Note (5) Financial liabilities: Under the NBCUniversal Subscription Agreement, the Consideration Options Value of AS\$105.3 million received is refundable to NBCUniversal should NBCUniversal not exercise the options in accordance with the NBCUniversal Subscription Agreement. Therefore the 66.88 million Consideration Options over Shares in the Company represent a compound financial instrument with a debt and an equity component (refer to Section 5.4, Note 7), with the debt component classified as financial liabilities in the Pro-Forma Historical Statement of Financial Position.

Financial liabilities increases by AS\$74.2 million on a pro-forma basis due to the recognition of the debt component of the 66.88 million Consideration Options over Shares issued to NBCUniversal in accordance with Australian Accounting Standards.

The fair value of the debt component has been calculated at the discounted value of the future cash settled liability (being AS\$105.3 million) in accordance with the assumed repayment term per the NBCUniversal Subscription Agreement, being 5 years, and the Company's implied cost of debt, being 7.25%.

Note (6) Share capital: Share capital increases AS\$367.1 million on a pro-forma basis to AS\$628.8 million due to:

- the increase in share capital as a result of the NBCUniversal Media Partnership (AS\$64.4 million) being:
 - the issue of AS\$65.3 million of new fully paid ordinary shares in the Company representing a 4.9% ownership interest post Shareholder approval as specified in the NBCUniversal Subscription Agreement; less
 - the after-tax portion of the transaction costs directly attributable to the new issue of ordinary share capital to NBCUniversal which are applied against share capital (AS\$0.9 million); and
- the increase in share capital as a result of the Entitlement Offer and Placement (AS\$302.8 million) being the:
 - AS\$353.2 million gross proceeds from the Entitlement Offer and Placement;
 - less the impact of the:
 - New Options (AS\$39.5 million) (refer to Note 7); and
 - the after-tax portion of the transaction costs directly attributable to the new issue of ordinary share capital which are applied against Share capital (AS\$11.0 million).

Note (7) Other reserves: Other Reserves increases AS\$70.6 million on a pro-forma basis to AS\$79.4 million due to:

- the recognition of the equity component of the 66.88 million Consideration Options over Shares issued to NBCUniversal in accordance with Australian Accounting Standards; and
- the recognition of the 1 for 2 free attaching New Options for each New Share issued under the Entitlement Offer with an exercise price of AS\$13.00, and exercisable at any point until the expiry date of 2 years from the date of issuance, in accordance with Australian Accounting Standards.

The equity component of the 66.88 million Consideration Options (AS\$31.1 million) represents the fair value of options determined in accordance with Australian Accounting Standards by reference to the fair value of services received and is equal to the Consideration Options Value (AS\$105.3 million) (refer below) less the fair value of the debt component forgone should the Consideration Options be exercised (AS\$74.2 million), as per Note 5.

Note (8) Accumulated losses: Costs not directly attributable to the issue of the New Shares upon Completion of the NBCUniversal Media Partnership, Entitlement Offer and Placement and recognised in the Statement of Financial Performance.

AGENDA

Executive Summary

Capital Raising & FY20 Financial Results Summary

NBCUniversal Media Partnership

Appendices

- *Risk Factors*
- *International Selling Restrictions*
- *Summary of Offer Management & Underwriting Agreement*
- *NBC Sports Regional Networks*

POINTSBET

POINTS BET + NBCUNIVERSAL PARTNERSHIP

PointsBet has entered into a 5-year exclusive media partnership with NBCUniversal⁽¹⁾



THE PARTNERSHIP DELIVERS:

LARGEST	EXCLUSIVE	DIVERSE	EFFICIENT	ALIGNMENT
LARGEST SPORTS AUDIENCE OF ANY U.S. MEDIA COMPANY	EXCLUSIVE TELEVISION AND DIGITAL SPORTS BETTING INTEGRATIONS	DIVERSE ASSET MIX ACROSS NATIONAL, REGIONAL AND LOCAL PLATFORMS	DRIVES HIGHLY EFFICIENT USER ACQUISITION AND RETENTION MARKETING	KEY ALIGNMENT REINFORCED WITH A SIGNIFICANT EQUITY SUBSCRIPTION ⁽²⁾

Notes: (1) 5-year partnership (with potential 2-year extension upon mutual agreement of the parties); (2) Subject to shareholder approval



INTRODUCTION TO NBC SPORTS

One of the most iconic and trusted media brands in the US with the largest sports audience

HIGHLIGHTS

#1	AUDIENCE IN SPORT	60MM
MONTHLY AVE USERS ACROSS DIGITAL PLATFORMS		
184mm	VIEWERS	
81%	REACH OF THE U.S. SPORTS BETTING MARKET	120MM
100%	AVAILABILITY TO U.S. HOUSEHOLDS	
HOUSEHOLDS		

SELECT ASSETS

BROADCAST NETWORKS	REGIONAL SPORTS NETWORKS	CABLE NETWORKS
DIGITAL		LOCAL TV

Sources: comScore; Monthly Active Uniques; Aug 16-July 20; Yahoo Sports-NBC Sports Network



ANNEXURE B – INVESTOR PRESENTATION

MARKET LEADING PORTFOLIO OF SPORTS RIGHTS



Select properties featured do not permit sports betting advertising as of the Effective Date

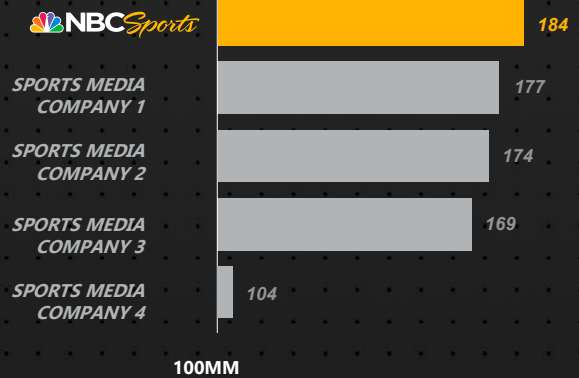
THE LARGEST SPORTS AUDIENCE



#1 IN THE USA

THE LARGEST SPORTS AUDIENCE OF ANY MEDIA COMPANY IN THE U.S.

SPORTS AUDIENCE (mm)



100MM

Sources: Nielsen, Live+Same Day, P18+ average yearly reach 2014-15 to 2018-19 seasons (5 years), Total Day, 75% unification, 6 minute qualifier; NBC Sports Group (NBC, NBCSN, Golf Channel)

MASSIVE FOOTPRINT COVERING THE ENTIRE U.S.

Local, regional and national properties and platforms extend reach across the country

National integration opportunities across linear and digital with ability to customize marketing programs at national, regional and local levels



COVERING 100% OF U.S. HOUSEHOLDS

- NBC SPORTS PRESENCE
- XFINITY (COMCAST CABLE) PRESENCE
- TELEMUNDO OWNED TELEVISION STATIONS
- NBC OWNED TELEVISION STATIONS
- NBC SPORTS REGIONAL NETWORKS
- SPORTSNET NEW YORK



THE MOST DIVERSE SET OF PROPERTIES – TELEVISION NETWORKS

Combination of national and regional networks along with local television assets provides ability to create bespoke marketing strategies to reach any audience

OVERVIEW:

- NBC Sports is one of the most iconic and trusted media brands in the U.S.
- NBC broadcast network reaches all U.S. TV households
- Regional Sports Networks well positioned in legalized sports betting markets
- 8 RSNs reach 36.5mm total households
- Owned and Operated (“O&O”) local TV stations in 8 of the top 10 general markets⁽¹⁾
- Premier Golf cable network

SELECT PROPERTIES

BROADCAST NETWORKS



REGIONAL SPORTS NETWORKS



LOCAL TELEVISION STATIONS



OTHER CABLE NETWORKS



Notes: (1) Nielsen, Market ranks based on DMA Universe Estimates for the 2019/20 television season; #1 New York (WNBC), #2 Los Angeles (KNBC), #3 Chicago (WMAQ), #4 Philadelphia (WCAU), #5 Dallas/Fort Worth (KXAS), #6 San Francisco/Oakland/San Jose (KNTV), #7 Washington DC (WRC) and #9 Boston (WBTS)

ANNEXURE B – INVESTOR PRESENTATION

NATIONAL BROADCAST NETWORK



ASSET OVERVIEW:

- NBC Broadcast Network distributes sports, news and entertainment programming nationwide
- Delivers programming to virtually all U.S. television households via its 200+ NBC-affiliated local TV stations in key markets (including 11 owned and operated stations)
- Programming is available free “over-the-air” and is also included in virtually every multichannel video provider (“MVPD”) (e.g., Comcast, Spectrum) and virtual multichannel video provider (“vMVPD”) (e.g., Hulu, YouTube TV)
- PointsBet’s brand will be integrated in NBC Sports national television networks



NATIONAL CABLE NETWORKS

PointsBet will be integrated across NBC Sports portfolio of sports-focused cable networks

ASSET OVERVIEW:

- National cable networks are pay television channels available to MVPD and vMVPD subscribers as part of a bundle or add-on channel
 - NBC Sports cable networks are also distributed by subscription video on demand services (e.g., Amazon)
- NBC Sports has a diversified portfolio of national cable networks that provide a variety of sports, entertainment and news content
- NBC Sports pure sports-focused offerings include NBC Sports Network and Golf Channel which reach 80mm and 68mm households, respectively⁽¹⁾



Notes: (1) As of December 31, 2019

NBC SPORTS REGIONAL NETWORKS

Exclusive sports betting game day integrations across NBC Sports Regional Networks

ASSET OVERVIEW:

- RSNs are cable TV networks dedicated to providing sports programming to a specific geographic region
 - 8 RSNs reach 36.5mm viewers in key markets
- Teams sign rights agreements with RSNs granting the exclusive right to telecast all local games within a geographic territory
- 1,500+ live pro games and 5,000+ live game day coverage hours per year across the NBC Sports Regional Networks
- Customized messaging and exclusive integrations within live game day coverage across all RSN platforms
 - Pre-game / in-game / post-game

INTEGRATION OPPORTUNITIES

Pre-game / In-game / Post-game Across the Regional Sports Networks



Source: Nielsen, TV HH Universe Estimate for all Designated Market Areas (DMAs) in which an NBC Sports RSN/SNY is available



TELEMUNDO NETWORK

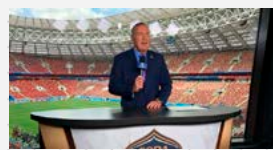
Telemundo is a leading Hispanic media company to reach the Hispanic sports betting population

ASSET OVERVIEW:

- Features original Spanish-language entertainment, news and sports content reaching 94% of U.S. Hispanic TV households in 210 markets
- Telemundo Deportes is the U.S. leading sports brand and the destination for the global sports programming in Spanish-language
 - FIFA World Cup™ through 2026
 - Summer Olympic Games through 2032
 - Mexican soccer club Chivas de Guadalajara
- For the FIFA World Cup Russia 2018™, Telemundo Deportes App ranked as the #1 App in both Apple and Google Play Stores with 2.1 billion minutes streamed



TELEVISION FIFA World Cup Coverage



DIGITAL Telemundo Deportes Website



OFFICIAL BETTING PARTNER IN NORTH AMERICA

17% OF NEW JERSEY SPEAKS SPANISH AS THEIR 1ST LANGUAGE
1 OF 2 SPORTS BETTING APPS IN THE U.S. WITH FULL SPANISH LANGUAGE FUNCTIONALITY



Notes: (1) 2020 Comcast Investor Day Presentation. Sources: Nielsen, NPM, Live+SD, World Cup reach based on TA % Rating (6 min, includes visitors) with duplication; Nielsen, L+SD, P2+ (000) Mostly Spanish + Mostly English. + Span/Eng Equal share of avg audience to 65 games on SLTV & ELTV, 6/14/2018 - 7/15/2018.



ANNEXURE B – INVESTOR PRESENTATION

LOCAL TELEVISION STATIONS

Integrated into NBC's local sports conversation

ASSET OVERVIEW:

- Serving both English and Spanish audiences in key markets, covering 48% of U.S. homes
- Features 42 NBC and Telemundo owned stations, over 40 websites and apps, two multicast networks (COZI TV and TeleXitos), a digital out-of-home network, and NBCLX, the digital-first news and information network built for Genzennials
 - 8 of the top 10 general markets
 - 19 of the top 20 Hispanic markets
 - Aligned with 25 premier sports franchises
- With more viewers than cable networks, NBCU Owned Stations offer premium value at scale



Source: Nielsen, Market ranks based on DMA Universe Estimates for the 2019/20 television season; #1 New York (WNBC), #2 Los Angeles (KNBC), #3 Chicago (WMAQ), #4 Philadelphia (WCAU), #5 Dallas/Fort Worth (KXAS), #6 San Francisco/Oakland/San Jose (KNTV), #7 Washington DC (WRC) and #9 Boston (WBTS)



EXCLUSIVE SPORTS BETTING INTEGRATIONS ACROSS BROADCAST NETWORKS

Integrated sports betting partner across NBC Sports linear properties



THE MOST DIVERSE SET OF PROPERTIES - DIGITAL

OVERVIEW:

- High traffic and high growth digital assets provide exclusive gaming integration opportunities allowing PointsBet to connect with sports fans 24 / 7 / 365
- Ability for NBC and PointsBet to geo-target users via NBC Sports high growth Digital properties to reach than 60mm MAU
- Launched Peacock streaming service in July 2020
- Full suite of sports focused on mobile apps
- Collection of national and regional podcasts further integrate PointsBet into the local sports conversation
- Large and growing social media presence with more than 20.8mm followers across Facebook, Twitter and Instagram
- Wealth of consumer data across NBC Sports assets including interactions, usage, behaviors, and demographic details across all platforms
- Ability to create customized marketing campaigns to target specific audience groups

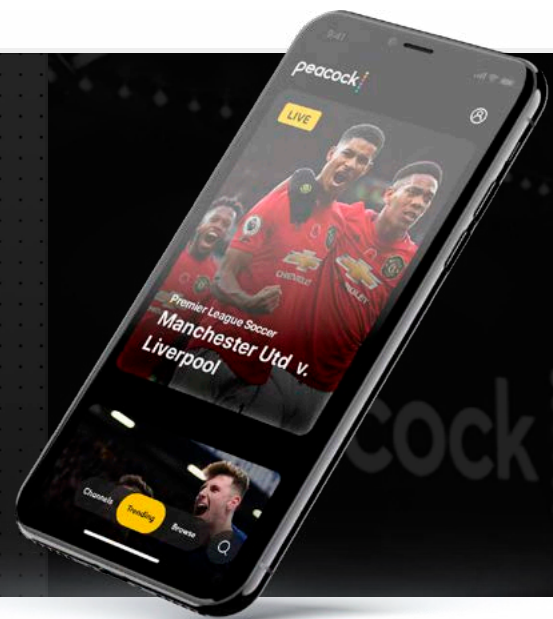


Source: comScore, Monthly Active Uniques; Aug '16-July'20, Yahoo Sports-NBC Sports Network

STREAMING PLATFORM



- Peacock is NBCUniversal's new streaming service, featuring TV shows, movies, original series, live sports, and news programs
- Launched nationwide in the U.S. on July 15
- 10+ million sign-ups as of July 30, 2020
 - Projecting 30-35mm active accounts by 2024
- Sports-related offerings will range from live games to documentaries to studio shows, as well as nightly curated highlights for fans
- NBC Sports Channel on Peacock launched on August 24, featuring 12 hours each weekday of live sports talk with *ProFootball Talk Live*, *The Dan Patrick Show*, *The Rich Eisen Show* and *Brother from Another* (launching Sept 8)
- Sports portfolio slated to include: The Premier League, Women's U.S. Open golf tournaments, an NFL Wild Card Game, and select events from the Tokyo Summer Games and Beijing Winter Olympics in 2022



ANNEXURE B – INVESTOR PRESENTATION

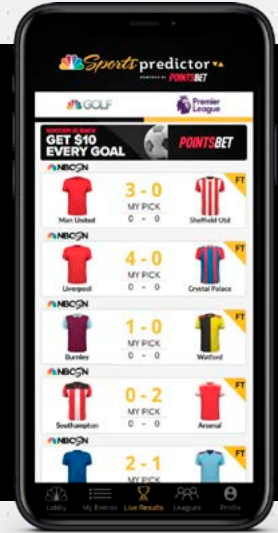
NBC SPORTS PREDICTOR



- Market leading, free-to-play sports gaming application with over 1.1mm downloads
- 630,000 peak monthly active users
- Awarded over \$3mm in cash prizes to date
- Aggressive product roadmap for expansion of sports, teams and Spanish language games
- Deep integration of PointsBet content and promotions on geographical basis

630K
MONTHLY
ACTIVE USERS

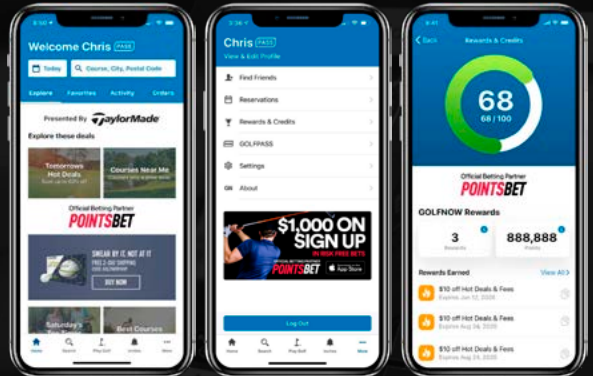
1.1MM
DOWNLOADS



GOLF DIGITAL PROPERTIES



- GolfNow is the largest, online booking service for tee times at golf courses in the world – 3.8mm+ registered/opted-in golfers
- Exclusive Integration with Golf specific brands: GOLFNOW, GOLF ADVISOR, TEEOFF, and GOLFPASS across email, tee-time confirmations, social, and mobile app alerts
- GOLFPASS members can be incentivized through PointsBet to receive special playing perks through GolfNow, including tee time credit and awards
- Custom generated video content “Presented by PointsBet” delivered via golf assets
- Loyalty rewards benefits for customers of PointsBet and GOLFNOW

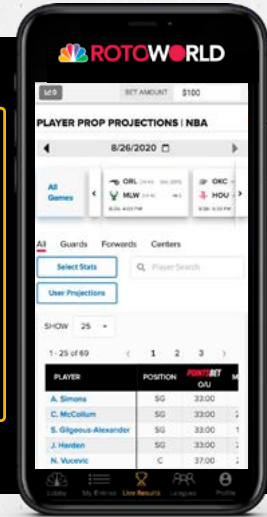


ROTOWORLD



- A market leader in fantasy and sports betting content providing insightful news and analysis for NFL, MLB, NBA, NHL, CFB, Golf, EPL and NASCAR
- Focused on being THE destination for fantasy players and sports bettors
 - New betting tools launched in July 2020
 - Betting-focused content team to create fresh, unique articles and videos every day
- Ability to create top-class gaming content leveraging NBC Sports production teams, studio spaces and analysts

2MM
MONTHLY
ACTIVE USERS



PREFERRED PLACEMENT FOR ODDS COMPARISON VERSUS OTHER SPORTS BETTING OPERATORS



DIGITAL PLATFORM INTEGRATIONS

Opportunities with sponsorships, Free-to-Play games and live odds integration on digital platforms

- Partnership allows PointsBet to leverage full suite of NBC Sports digital assets across websites, direct-to-consumer streaming services, mobile apps, podcasts, social media handles and podcasts, amongst other assets
- NBC Sports digital assets allow PointsBet to connect to sports fan 24/7/365
- Ability to cross-promote PointsBet app (where legal) and display live lines, odds and betting opportunities
- Over 1MM app downloads with 630k monthly active users
- Free-To-Play games partnership with exclusive, title sponsorship.
 - Deep integration of PointsBet into Predictor experience
 - Significant brand awareness and cross promotion opportunity leveraging the strength of NBC Sports marketing reach



MOBILE APPLICATIONS



PODCASTS



STREAMING PLATFORM



WEBSITES



ANNEXURE B – INVESTOR PRESENTATION

EXCLUSIVE OPPORTUNITY WITH THE XFINITY VOICE REMOTE

Unique engagement opportunity

COMCAST VOICE
ACTIVATION



Opportunities with the award-winning Xfinity voice remote

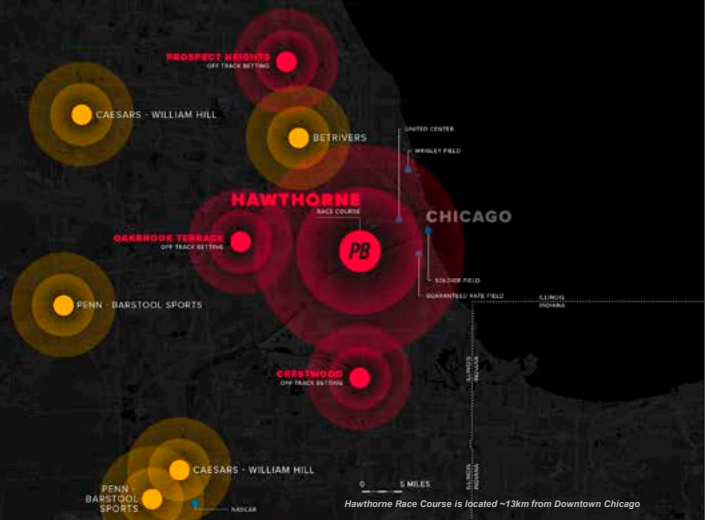
Partnership delivers proven channels to drive conversions in addition to innovative new technology that aligns with PointsBet's premium product and advanced marketing strategies to reach potential users



POINTSBET WELL-POSITIONED IN THE STATE OF ILLINOIS

Illinois market opportunity

- In July 2019, PointsBet announced a 20-year partnership with Hawthorne Race Course, a Chicago-area landmark and the longest continuously run family owned racetrack in North America
- 75% of Illinois' population (~9.5mm people) live within the Chicago Metropolitan Area where PointsBet is ideally placed with a Flagship sportsbook, ~13km from Downtown Chicago
- Broadcast and digital assets across NBC Sports Chicago will provide a significant lead generation while lowering customer acquisition costs (CAC) by driving cross-sell from free to play games to sportsbook
- PointsBet is well positioned given its leading sportsbook locations and the strengths of NBC's assets within the region



POINTSBET WELL POSITIONED IN THE STATE OF ILLINOIS



VALUE OF THE CHICAGO REGIONAL SPORTS NETWORK

- Exclusive integrations and key calls to action across RSNs, portfolio of websites, podcasts, and social media handles
- Digital reach of 5.2mm in the Chicago market across NBC Sports Chicago, NBC Chicago and Telemundo
- Exclusive local broadcast rights for iconic franchises with NBC Sports Chicago
 - Chicago Bulls
 - Chicago White Sox
 - Chicago Blackhawks
- Prime advertising inventory across pre-game, in-game, and post-game
- Buy-in from top local talent
- Content development opportunities on shoulder programing



MLB WHITE SOX +175 | PIRATES -221 | PHILIES -115 | NATIONALS -105 | RAYS -180 | MARLIN: POINTSBET

NBC CHICAGO PODCASTS	WEBSITES	SOCIAL MEDIA
		<p>@NBCSChicago @NBCSChicago NBCSportsChicago</p>

Source: comScore; Monthly Active Uniques; Aug16-July20; Chicago Properties = NBC Chicago, NBC Sports Chicago/Comcast SportsNet Chicago & Telemundo Chicago

PARTNERSHIP ACCELERATES STRATEGY TO BUILD A MARKET LEADER

Path to 1mm+ U.S. Active Clients and 10% market share

STEP 1

MARKETING EFFICIENCY AT SCALE
+
LEADING IN HOUSE PRODUCT AND TECHNOLOGY

STEP 2

INCREASED ACTIVE CLIENTS
+
MARKET SHARE GAINS

OUTCOME

CREDENTIALS
IMPROVED MARGINS
SPEED TO PROFITABILITY



ANNEXURE B – INVESTOR PRESENTATION



AGENDA

Executive Summary

Capital Raising & FY20 Financial Results Summary

NBCUniversal Media Partnership

Appendices

- *Risk Factors*
- *International Selling Restrictions*
- *Summary of Offer Management & Underwriting Agreement*
- *NBC Sports Regional Networks*

POINTS BET

KEY RISKS – BUSINESS RISKS

This section discusses some of the key risks associated with any investment in PointsBet together with risks relating to participation in the Placement and Entitlement Offer which may affect the future operating and financial performance of PointsBet and the value of PointsBet shares. The risks set out below do not constitute an exhaustive list of all risks involved with an investment in PointsBet.

PointsBet seeks to reduce risk to its business through appropriate risk mitigants, however, if any of the following risks materialise, PointsBet's business, financial condition and operating results are likely to be adversely impacted.

Before investing in PointsBet, you should carefully consider whether this investment is suitable for you. Potential investors should consider publicly available information on PointsBet (such as that available on the ASX website), and consider consulting a stockbroker, legal advisor, accountant or other professional advisors before making an investment decision.

Failure of Shareholders to approve the Equity Issuance to NBCUniversal

In partial satisfaction of the Company's obligation to make payment under the NBCUniversal Media Partnership, NBCUniversal will acquire an initial equity stake in the Company through the issue of shares representing 4.9% of the Company's issued share capital, and will be issued 66.88 million options with an exercise price of A\$13.00 maturing and capable of exercise at 5 years (the **Subscription Securities**). As at the date of this Investor Presentation, the issue of the Subscription Securities remains subject to Shareholder approval.

The issue of the Subscription Securities, and the exercise of the 66.88 million options, is conditional on the necessary approvals under the Corporations Act and ASX Listing Rules in accordance with item 7 of section 611 of the Corporations Act. The Company will commission and provide to Shareholders an Independent Expert's Report on the issue of the Subscription Securities and their potential impact on the Company. This Report will be prepared on an independent basis and, accordingly, the Company does not know and will have no influence over how the independent expert will opine on the transaction.

There is no certainty that the Independent Expert's Report will opine that the issue of Subscription Securities is fair and reasonable or that Shareholders will approve the issue of Subscription Securities at the Annual General Meeting or at all.

Where Shareholder approval for the issue of the Subscription Securities is not obtained by 28 November 2020 (the **Sunset Date**), either party can terminate the subscription agreement for the Subscription Securities, in which case NBCUniversal has the right to terminate the NBCUniversal Media Partnership within 6 months of termination of the subscription agreement. Where NBCUniversal does not elect to terminate, the NBCUniversal Media Partnership will remain on foot, and the equity stake will be converted into cash payable by the Company to NBCUniversal at the time the Subscription Securities would otherwise have been exercised.

Where the NBCUniversal Media Partnership is terminated, the Company will cease to have the right to execute on the media plans as agreed under the NBCUniversal Media Partnership. This may have a significant, adverse impact on the Company's future performance and prospects.

KEY RISKS – BUSINESS RISKS

Impact of COVID-19 on sports events and ongoing risks to the business and the broader sports betting industry

The recent outbreak of the novel coronavirus (**COVID-19**), a virus causing potentially deadly respiratory tract infections, presents an emerging risk for the Company.

Efforts to date to contain the effect of COVID-19 have included travel restrictions, restrictions on public gatherings, closure or severe restriction of certain business activities and, in some locations, restrictions on individuals leaving their homes. These efforts are tied to instances of COVID-19 case numbers in each jurisdiction and may intensify further where the COVID-19 outbreak in that jurisdiction continues to grow. COVID-19 containment measures to date have, amongst other things, negatively affected economic conditions, caused a reduction in consumer spending and had a significant impact on the Company's operations.

Restrictions and Impact on Sporting Events

Since 12 March 2020, various sports seasons and sporting events in multiple countries, including in the United States and Australia, have been cancelled, postponed or dramatically restructured and large public gatherings have been banned. These changes have impacted customers' use of PointsBet's products and services, and, in some cases, in particular in the United States, the disruptions to sporting events have impacted revenues compared to pre COVID-19 expectations. Some sporting leagues have recommended and some have announced the intention to resume activity, but there is still uncertainty around whether they will be able to successfully execute on those plans on the proposed timeline or at all.

Similarly, while the 2020 National Football League (NFL) season is scheduled to commence on Friday, 11 September 2020, there is no certainty that the season will be unaffected and could be cancelled, postponed or dramatically restructured as a result of COVID-19.

These changes have significantly impacted the Company's business, and may materially impact its financial condition and results of operations depending on the length of time that these disruptions exist and whether the sports seasons and sporting events will ultimately be suspended, postponed, or cancelled.

Other Impacts

In addition to the above, COVID-19 may impact the Company in a variety of other areas. In particular, while the Company has taken prudent steps to protect its global staff, including moving to a work from home environment and prohibiting non-essential travel, if a large number of employees and/or a subset of key employees and executives are impacted by COVID-19, the Company's ability to continue to operate effectively may be negatively impacted.

The Company is awaiting certain changes to legislature in the United States, which may be delayed as a result of COVID-19. For more information see the 'United States specific regulatory risk' section below.

Finally, COVID-19 has been seen to, and is likely to continue to, have a significant impact on general market conditions in both the United States and Australia.

The ultimate severity of the COVID-19 outbreak is uncertain at this time and therefore the Company cannot predict the full impact it may have on its end markets and operations at this time. However, the effect on the Company's results could ultimately be material and adverse.

KEY RISKS – BUSINESS RISKS

The wagering industry is highly regulated

The provision of wagering services is subject to extensive laws, regulations and, where relevant, licence conditions (**Regulations**) in most jurisdictions. The Regulations vary from jurisdiction to jurisdiction but typically address the responsibility, financial standing and suitability of owners, Directors and operators, marketing and promotional activity, the jurisdictions where an operator is permitted to undertake its business, the use of personal data and anti-money laundering laws. In most jurisdictions, compliance costs associated with Regulations are material.

Changes to Regulations

Many of the Regulations are subject to change at any time and regulatory authorities may change their interpretation of the Regulations at any time, which may prohibit, restrict or further regulate the Company's operations in the future. As a general rule, regulatory authorities have a duty of procedural fairness to notify and consult with entities prior to making any material changes to Regulations, in particular licence conditions. However, any changes to Regulations may result in additional costs or compliance burden. Some aspects of compliance may be outside the control of the Company.

Breach of Regulations

Failure by the Company to comply with relevant Regulations may lead to penalties, sanctions or ultimately the revocation of relevant operating licences and may have an impact on licences in other jurisdictions. Further, any regulatory investigations or settlements could cause the Company to incur substantial costs (either by way of fines and penalties or as a result of successful customer claims), or require it to change its business practices in a manner materially adverse to its business.

Regulations differ across jurisdictions

Regulations vary from jurisdiction to jurisdiction, from open regimes to licence-based regimes to complete illegality. In addition, the regulation of online wagering is subject to the determination of where online sports betting takes place and which jurisdiction has authority over the activities and participants.

The Company is currently operating in multiple jurisdictions and seeking to expand its operations into more jurisdictions. Accordingly, as the Company grows it will be subject to a wide range of different and at times conflicting Regulations in each jurisdiction, together with potential uncertainty around the application of laws. This is expected to place an increased burden on the Company and its compliance, administration and technology functions.

If the Company is not successful in managing this increased burden, or if the Company's assessment of an area of legal uncertainty is found to be incorrect, the Company may breach a licence condition or other applicable Regulation, which could result in penalties, sanctions or ultimately the revocation of relevant operating licences or regulatory approvals.

ANNEXURE B – INVESTOR PRESENTATION

KEY RISKS – BUSINESS RISKS

United States specific regulatory risk	<p>The Company's growth strategy includes expansion overseas, and in particular into the developing wagering industry in the United States.</p> <p>The striking down by the United States Supreme Court of the Professional and Amateur Sports Protection Act of 1992 on 14 May 2018 paved the way for individual States to introduce legislation permitting sports betting. Each State may now introduce their own regulatory and licencing frameworks, however:</p> <ul style="list-style-type: none"> • there is no guarantee that States will move to legalise wagering; and • the timing of any enabling legislation or regulations, and the issuance of licences, cannot be assessed with any certainty in States that do move to legalise wagering. <p>There is also a risk that some States will delay legislation (particularly as economies recover from the impacts of COVID-19) or impose significant barriers to entry (such as restricting the number of permitted sports betting operators or limiting sports betting operations to retail premises) which may preclude the Company from gaining access to those States or place the Company at a disadvantage should competitors gain early access. This includes:</p> <ul style="list-style-type: none"> • the States of Illinois, Colorado, Michigan, Ohio and West Virginia, in respect of which the Company has licence agreements in place and is awaiting legislative approval; and • the States of Virginia and Massachusetts, in respect of which the Company is targeting market entry during FY2021. <p>At this stage it is unknown whether the above regulatory changes will be delayed or otherwise impacted by the COVID-19 pandemic.</p> <p>In addition, should enabling legislation be enacted, there is a risk that the Company may be unable to secure a commercial licence to operate in a State because the Company is unable to find or agree commercial terms with a suitable licence holder.</p>
	<p>The Company has commercial and regulatory payment obligations in the jurisdictions in which it operates. These obligations may be owed to a particular sporting body as "product fees" (for example, horse racing conducted in an Australian jurisdiction), payable under a commercial or statutory licence, or otherwise imposed by law as a tax, levy or fee. Any adverse changes to the Company's commercial and regulatory payment obligations, or the imposition of new levies, taxes or other duties or charges in any of these jurisdictions could materially and adversely affect the operations, financial performance and prospects of the Company.</p>
System disruptions and outages	<p>The integrity, reliability and operational performance of the Company's IT systems and third-party communication networks are critical to its operations. These IT systems and communication networks may be damaged or interrupted by increases in usage, human error, systems outages and failures, cyber-attacks, natural hazards or disasters, or similarly disruptive events. The Company's current systems may be unable to support a significant increase in online traffic or increased customer numbers, especially during peak times or events.</p> <p>Like other wagering operators, the Company has experienced instances of service disruption. Any material or persistent failure or disruption of the Company's IT infrastructure or the telecommunications and/or other third-party infrastructure and services on which such infrastructure relies could lead to significant costs and disruptions that could reduce revenue, harm the Company's business reputation and have a material adverse effect on the operations, financial performance and prospects of the Company.</p>
Cyber security risks	<p>The Company's IT systems and networks, and those of its third-party service providers, may be vulnerable to cyber-attacks, unauthorised access, computer viruses and other security issues. These events could damage the integrity of the Company's reputation and business.</p> <p>Any failure by the Company to detect and prevent any intrusion or other security breaches, including sabotage, hackers, viruses, and cyberattacks, could have a material adverse effect on the operations, financial performance and prospects of the Company.</p>

KEY RISKS – BUSINESS RISKS

The Company may require additional capital to fund its growth plans	<p>The Company may require additional capital in order to support and implement its growth plans. This is particularly so if the impacts of COVID-19 on the growth of the wagering industry continue on for an extended period of time.</p> <p>The Company's ability to obtain additional capital, if and when required, will depend on its business plans, investor demand, the capital markets and other factors. If the Company is unable to obtain additional capital when required, or is unable to obtain additional capital on satisfactory terms, its ability to continue to support its business growth or to respond to business opportunities, challenges or unforeseen circumstances could be adversely affected.</p> <p>Any additional equity financing will dilute shareholdings, and any debt financing, if available, may involve restrictions on the Company's operating activities.</p>
Card payment risk	<p>Some clients may have difficulty making deposits into their PointsBet account due to specific policies by card issuers and banks to not allow gambling transactions, or to restrict transactions with merchants such as PointsBet whose main business is conducted online. If clients have difficulty making deposits into their PointsBet account and are unable or unwilling to deposit funds using alternative methods, this could result in lower turnover for PointsBet.</p>
PointsBet relies on third-party service providers for key business functions	<p>The Company relies upon contracts with various third-party service providers to maintain continuous operation of its platform, servers, hosting services, payment processing, and various other key aspects of its business including the pricing and availability of its products.</p> <p>There is a risk that these contracts could be terminated or not renewed at the end of their term, or the services and systems could be adversely affected by various factors such as damage, faulty or aging equipment, systems failures and outages, computer viruses, or misuse by staff or contractors. The Company may also have disputes with its service providers for a range of reasons, which could lead to service disruptions until the dispute is resolved or a new service provider is engaged. This may involve the Company terminating its existing contract and engaging a new third-party service provider. Any disruption to third-party services may result in additional operational costs, cause a disruption to the Company's services and have a material impact on the Company's operations.</p>
Risk of fraud	<p>Wagering operators are exposed to schemes to defraud and there is a risk that the Company's products may be used for those purposes by its clients or employees. In these circumstances, the Company has a high degree of reliance on its employees.</p> <p>While the Company has systems in place to protect against fraudulent play and other collusion between clients and employees, these systems may not be effective in all cases. This may require the Company to make unanticipated additional investments in its systems and processes.</p> <p>If the Company suffers any fraudulent activities, the Company's business, performance, prospects, value, financial condition, and results of operations could be adversely affected.</p>
Anti-money laundering	<p>The wagering industry is exposed to schemes to launder money illegally and there is a risk that the Company's products may be used for those purposes by its clients or employees.</p> <p>In addition, the Company's activities are subject to anti-money laundering regulations and anti-corruption laws, which may increase the costs of compliance, limit or restrict the Company's ability to do business or subject the Company to civil or criminal actions or proceedings.</p>

KEY RISKS – BUSINESS RISKS

Risks relating to the misuse or loss of personal information	The Company processes personal customer data and therefore must comply with strict data protection and privacy laws in Australia and other jurisdictions. The Company is exposed to the risk that this data could be wrongfully accessed and/or used, whether by employees, customers or other third parties, or otherwise inadvertently lost or disclosed or processed in breach of applicable data protection regulations. If the Company or any of the third-party service providers on which it relies fails to transmit customer information and payment details online in a secure matter or if a misuse or loss of personal customer data were to occur, the Company and its officers could face fines or penalties. This could also give rise to reputational damage to the Company and its brand.
Inability to manage expected future growth	The Company has experienced and, while the wagering industry has contracted somewhat through the COVID-19 pandemic, expects to continue to experience rapid growth. This has, and may continue to place, significant demands on its management, operational and financial resources. As the Company grows, it may encounter capacity constraint issues and more resources may be required to manage growth initiatives. If the Company fails to successfully manage its anticipated growth and change, the quality of its products may suffer, which could negatively affect its brand and reputation and harm its ability to retain and attract customers.
Systems upgrades	As the Company grows and continues to develop its products and services, it may undertake major IT projects or upgrades. These upgrades may include, for example, development of an online casino platform build-out, the automation of deployment infrastructure, an overhaul of existing marketing technology architecture and toolset, as well as standard upgrades such as new product features, upgrades to operational tools and platform enhancements. During implementation of such upgrades, there is a risk that these upgrades will not integrate or operate successfully, resulting in errors or downtime of PointsBet's services. The upgrades may be incompatible with the Company's existing IT infrastructure, requiring a significant re-architecture or migration of older parts of its platform. Implementation of upgrades may also rely on the availability of key technical staff, who the Company may not be able to hire or retain in sufficient numbers to complete the desired upgrades.
Reliance on key personnel	The Company depends on the services of the management team as well as its technical, operational, marketing and management personnel. Competition for suitably qualified personnel, including computer programmers and developers, is intense, and the Company cannot provide assurance that it will be able to attract or retain highly qualified personnel in the future. If the Company is not able to retain its key employees and hire appropriate new employees, it may not be able to operate and grow its business as planned.
Exchange rate fluctuations may impact earnings	PointsBet's financial reports are prepared in Australian dollars however a proportion of PointsBet's revenues, costs and cash flows are generated in United States dollars. The proportion of overseas revenues, costs and cashflows generated by the Company is expected to grow and the Company will be exposed to additional currencies as it enters new markets. Any adverse exchange rate fluctuations or volatility in the currencies in which PointsBet generates its revenues and cash flows, and incurs its costs, would have an adverse effect on the Company's future performance and position.

KEY RISKS – CAPITAL RAISING AND GENERAL RISKS

Economic conditions	General economic conditions, movements in interest and inflation rates and currency exchange rates may have an adverse effect on the Company's business and production activities, as well as on its ability to fund those activities. The advent of the COVID-19 pandemic has thrown the global economy into relatively uncertain and unpredictable times.
Market conditions	The Company's business is particularly sensitive to reductions from time to time in discretionary consumer spending and demand for entertainment and leisure activities. Accordingly, the Company's performance will depend to a certain extent on a number of macro-economic factors outside its control which may impact the spending power and habits of its clients. General market conditions may also affect the value of the Company's quoted shares (and options to acquire quoted shares) regardless of the Company's operating performance. General market conditions are affected by many factors such as: <ul style="list-style-type: none"> • general economic outlook; • introduction of tax reform or other new legislation; • interest rates and inflation rates; • changes in investor sentiment toward particular market sectors or the market generally; • the demand for, and supply of, capital; • concerns regarding pandemics, epidemics and the spread of contagious diseases; • domestic unrest, terrorism or other hostilities; and • natural disasters such as floods, fires or drought. Consumer spending and the market generally may be affected by unfavourable changes in general economic conditions, including recessions, economic slowdowns, sustained high levels of unemployment, and rising prices or the perception by consumers of weak or weakening economic conditions. Any significant or prolonged decrease in consumer spending on entertainment or leisure activities could adversely affect the demand for the Company's products. The market price of securities can fall as well as rise and may be subject to varied and unpredictable influences on the market for equities in general and stocks in the wagering industry more specifically. Such uncertainty in the equity markets has never been as apparent as it has during the COVID-19 pandemic and it is anticipated that the pandemic will continue to impact market volatility in the next year at least. Neither the Company nor the Directors warrant the future performance of the Company or any return on an investment in the Company.
Litigation	There is a risk that the Company may in future be the subject of or required to commence litigation. There is, however, no litigation, mediation, conciliation or administrative proceeding taking place, pending or threatened against the Company.
Tax risks	Changes to the rate of taxes imposed on PointsBet (including in overseas jurisdictions in which PointsBet operates now or in the future) or tax legislation generally may affect PointsBet and its Shareholders. In addition, an interpretation of Australian tax laws by the Australian Taxation Office that differs to PointsBet's interpretation may lead to an increase in PointsBet's tax liabilities and a reduction in Shareholder returns. Personal tax liabilities are the responsibility of each individual investor. PointsBet is not responsible either for tax or tax penalties incurred by investors.

ANNEXURE B – INVESTOR PRESENTATION

KEY RISKS – CAPITAL RAISING AND GENERAL RISKS

Underwriting risk	PointsBet has entered into an offer management and underwriting agreement with Bell Potter Securities Limited and MST Financial Services Pty Ltd (Joint Lead Managers (Agreement)) pursuant to which the Joint Lead Managers have agreed to joint lead manage the agreement and Bell Potter Securities Limited has agreed to fully underwrite the Entitlement Offer subject to the terms and conditions of the Agreement. The Underwriter's obligation to underwrite the Entitlement Offer is conditional on certain customary matters, including PointsBet delivering certain certificates, sign-offs and opinions. If certain events occur, the Underwriter may terminate the Agreement. Termination of the Agreement would have an adverse impact on the amount of proceeds raised under the Capital Raising. In these circumstances, PointsBet would need to source alternative funding to meet its capital needs, which could adversely affect PointsBet's business and financial condition. There is no certainty that alternative funding could be obtained on satisfactory terms, or at all.
Liquidity	There can be no guarantee of an active market in PointsBet shares. There may be relatively few potential buyers or sellers of PointsBet's shares on the ASX at any time. This may increase the volatility of the market price of PointsBet's shares. It may also affect the prevailing market price at which Shareholders are able to sell their shares.
Inflation rates	Higher than expected inflation rates could lead to increased development and/or operating costs. If such increased costs cannot be offset by increased revenue, this could impact PointsBet's future financial performance.
Australian Accounting Standards may change	Australian Accounting Standards are set by the AASB and are outside the control of PointsBet. The AASB regularly introduces new or refined Australian Accounting Standards, which may affect future measurement and recognition of key statements of profit and loss and balance sheet items, including revenue and receivables. There is also a risk that interpretations of existing Australian Accounting Standards, including those relating to the measurement and recognition of key statements of profit and loss and balance sheet items, may differ. Changes to Australian Accounting Standards issued by the AASB, or changes to commonly held views on the application of those standards, could materially adversely affect the financial performance and position reported in PointsBet's consolidated financial statements.
Interest rates	PointsBet does not currently have any material debt. If PointsBet borrows money in the future, it will be exposed to increases in interest rates which would increase the cost of servicing PointsBet's debts.
Speculative investment	The above list of risk factors ought not to be taken as exhaustive of the risks faced by the Company or by investors in the Company. The above factors, and others not specifically referred to above, may in the future materially affect the financial performance of the Company and the value of the securities offered under the Capital Raising. Therefore, the new securities to be issued under the Capital Raising carry no guarantee with respect to the payment of dividends, returns of capital or the market value of those securities. Potential investors should consider that an investment in the Company is speculative and should consult their professional advisers before deciding whether to apply for securities.

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- *Risk Factors*
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POINTSBET

INTERNATIONAL SELLING RESTRICTIONS

This document does not constitute an offer of entitlements to acquire shares (**Entitlements**) or new fully paid ordinary shares (**New Shares**) of the Company in any jurisdiction in which it would be unlawful. In particular, this document may not be distributed to any person, and the Entitlements and New Shares may not be offered or sold, in any country outside Australia except to the extent permitted below.

European Union	This document has not been, and will not be, registered with or approved by any securities regulator in the European Union. Accordingly, this document may not be made available, nor may the Securities be offered for sale, in the European Union except in circumstances that do not require a prospectus under Article 1(4) of Regulation (EU) 2017/1129 of the European Parliament and the Council of the European Union (the "Prospectus Regulation"). In accordance with Article 1(4)(a) of the Prospectus Regulation, an offer of Securities in the European Union is limited to persons who are "qualified investors" (as defined in Article 2(e) of the Prospectus Regulation).
Hong Kong	WARNING: This document has not been, and will not be, registered as a prospectus under the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Cap. 32) of Hong Kong, nor has it been authorised by the Securities and Futures Commission in Hong Kong pursuant to the Securities and Futures Ordinance (Cap. 571) of the Laws of Hong Kong (the "SFO"). No action has been taken in Hong Kong to authorise or register this document or to permit the distribution of this document or any documents issued in connection with it. Accordingly, the Securities have not been and will not be offered or sold in Hong Kong other than to "professional investors" (as defined in the SFO and any rules made under that ordinance). No advertisement, invitation or document relating to the Securities has been or will be issued, or has been or will be in the possession of any person for the purpose of issue, in Hong Kong or elsewhere that is directed at, or the contents of which are likely to be accessed or read by, the public of Hong Kong (except if permitted to do so under the securities laws of Hong Kong) other than with respect to Securities that are or are intended to be disposed of only to persons outside Hong Kong or only to professional investors. No person allotted Securities may sell, or offer to sell, such securities in circumstances that amount to an offer to the public in Hong Kong within six months following the date of issue of such securities. The contents of this document have not been reviewed by any Hong Kong regulatory authority. You are advised to exercise caution in relation to the offer. If you are in doubt about any contents of this document, you should obtain independent professional advice.
New Zealand	This document has not been registered, filed with or approved by any New Zealand regulatory authority under the Financial Markets Conduct Act 2013 (the "FMC Act"). The Entitlements and the New Shares in the entitlement offer are not being offered to the public within New Zealand other than to existing shareholders of the Company with registered addresses in New Zealand to whom the offer of these securities is being made in reliance on the FMC Act and the Financial Markets Conduct (Incidental Offers) Exemption Notice 2016. Other than in the entitlement offer, the New Shares may only be offered or sold in New Zealand (or allotted with a view to being offered for sale in New Zealand) to a person who: <ul style="list-style-type: none"> • is an investment business within the meaning of clause 37 of Schedule 1 of the FMC Act; • meets the investment activity criteria specified in clause 38 of Schedule 1 of the FMC Act; • is large within the meaning of clause 39 of Schedule 1 of the FMC Act; • is a government agency within the meaning of clause 40 of Schedule 1 of the FMC Act; or • is an eligible investor within the meaning of clause 41 of Schedule 1 of the FMC Act.
Norway	This document has not been approved by, or registered with, any Norwegian securities regulator under the Norwegian Securities Trading Act of 29 June 2007 no. 75. Accordingly, this document shall not be deemed to constitute an offer to the public in Norway within the meaning of the Norwegian Securities Trading Act. The Securities may not be offered or sold, directly or indirectly, in Norway except to "professional clients" (as defined in the Norwegian Securities Trading Act).

INTERNATIONAL SELLING RESTRICTIONS

Singapore	This document and any other materials relating to the Securities have not been, and will not be, lodged or registered as a prospectus in Singapore with the Monetary Authority of Singapore. Accordingly, this document and any other document or materials in connection with the offer or sale, or invitation for subscription or purchase, of Securities, may not be issued, circulated or distributed, nor may the Securities be offered or sold, or be made the subject of an invitation for subscription or purchase, whether directly or indirectly, to persons in Singapore except pursuant to and in accordance with exemptions in Subdivision (4) Division 1, Part XIII of the Securities and Futures Act, Chapter 289 of Singapore (the "SFA"), or as otherwise pursuant to, and in accordance with the conditions of any other applicable provisions of the SFA. This document has been given to you on the basis that you are (i) an existing holder of the Company's shares, (ii) an "institutional investor" (as defined in the SFA) or (iii) an "accredited investor" (as defined in the SFA). In the event that you are not an investor falling within any of the categories set out above, please return this document immediately. You may not forward or circulate this document to any other person in Singapore. Any offer is not made to you with a view to the Securities being subsequently offered for sale to any other party. There are on-sale restrictions in Singapore that may be applicable to investors who acquire Securities. As such, investors are advised to acquaint themselves with the SFA provisions relating to resale restrictions in Singapore and comply accordingly.
Switzerland	The Securities may not be publicly offered in Switzerland and will not be listed on the SIX Swiss Exchange or on any other stock exchange or regulated trading facility in Switzerland. Neither this document nor any other offering or marketing material relating to such securities constitutes a prospectus or a similar notice, as such terms are understood under art. 35 of the Swiss Financial Services Act or the listing rules of any stock exchange or regulated trading facility in Switzerland. No offering or marketing material relating to the Securities has been, nor will be, filed with or approved by any Swiss regulatory authority or authorised review body. In particular, this document will not be filed with, and the offer of such securities will not be supervised by, the Swiss Financial Market Supervisory Authority (FINMA). Neither this document nor any other offering or marketing material relating to the Securities may be publicly distributed or otherwise made publicly available in Switzerland. Such securities will only be offered to investors who qualify as "professional clients" (as defined in the Swiss Financial Services Act). This document is personal to the recipient and not for general circulation in Switzerland.
United Kingdom	Neither this document nor any other document relating to the offer has been delivered for approval to the Financial Conduct Authority in the United Kingdom and no prospectus (within the meaning of section 85 of the Financial Services and Markets Act 2000, as amended ("FSMA")) has been published or is intended to be published in respect of the Entitlements or the New Shares. This document is issued on a confidential basis to "qualified investors" (within the meaning of section 86(7) of the FSMA) in the United Kingdom, and these securities may not be offered or sold in the United Kingdom by means of this document, any accompanying letter or any other document, except in circumstances which do not require the publication of a prospectus pursuant to section 86(1) of the FSMA. This document should not be distributed, published or reproduced, in whole or in part, nor may its contents be disclosed by recipients to any other person in the United Kingdom. Any invitation or inducement to engage in investment activity (within the meaning of section 21 of the FSMA) received in connection with the issue or sale of the Entitlements or the New Shares has only been communicated or caused to be communicated and will only be communicated or caused to be communicated in the United Kingdom in circumstances in which section 21(1) of the FSMA does not apply to the Company. In the United Kingdom, this document is being distributed only to, and is directed at, persons (i) who have professional experience in matters relating to investments falling within Article 19(5) (investment professionals) of the Financial Services and Markets Act 2000 (Financial Promotions) Order 2005 ("FPO"), (ii) who fall within the categories of persons referred to in Article 49(2)(a) to (d) (high net worth companies, unincorporated associations, etc.) of the FPO or (iii) to whom it may otherwise be lawfully communicated (together "relevant persons"). The investments to which this document relates are available only to, and any offer or agreement to purchase will be engaged in only with, relevant persons. Any person who is not a relevant person should not act or rely on this document or any of its contents.

ANNEXURE B – INVESTOR PRESENTATION

INTERNATIONAL SELLING RESTRICTIONS

United States

This document does not constitute an offer to sell, or a solicitation of an offer to buy, securities in the United States. The Securities have not been, and will not be, registered under the US Securities Act of 1933 or the securities laws of any state or other jurisdiction of the United States. Accordingly, these securities may not be offered or sold in the United States except in transactions exempt from, or not subject to, the registration requirements of the US Securities Act and applicable US state securities laws.

The Securities will only be offered and sold in the United States to:

- “qualified institutional buyers” (as defined in Rule 144A under the US Securities Act); and
- dealers or other professional fiduciaries organized or incorporated in the United States that are acting for a discretionary or similar account (other than an estate or trust) held for the benefit or account of persons that are not US persons and for which they exercise investment discretion, within the meaning of Rule 902(k)(2)(i) of Regulation S under the US Securities Act.

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POINTSBET

SUMMARY OF OFFER MANAGEMENT & UNDERWRITING AGREEMENT

The Company entered into an Offer Management and Underwriting Agreement (**Agreement**) with Bell Potter Securities Limited as Lead Manager and MST Financial Services Pty Ltd as Junior Lead Manager (together the **Joint Lead Managers**) on 2 September 2020. The Agreement provides that the Entitlement Offer and Placement will be lead managed by the Joint Lead Managers. The Entitlement Offer (but not the Placement) will be fully underwritten by Bell Potter Securities Limited (**Underwriter**).

For the purposes of this summary, **Offer Materials** means the ASX announcements made in relation to the Entitlement Offer and the Placement, the Prospectus and accompanying Entitlement and Acceptance Form, this Investor Presentation, the cleansing notice to be issued in connection with the Placement and any other publications, ASX filings or press releases (including an Appendix 3B, Appendix 2A and other filings), presentation materials, public or media statements and all communications with shareholders or nominees made on or after the date of the Agreement and up to and including completion by or on behalf of the Company in relation to the Entitlement Offer and Placement.

The Agreement contains representations and warranties, undertakings and indemnities in favour of the Joint Lead Managers. The Agreement also requires the Company to pay certain costs of the Joint Lead Managers in connection with the Entitlement Offer and Placement.

The Underwriter may, by notice given to the Company, and without cost or liability, terminate the Agreement if the Underwriter becomes aware of any of the following events occurring at any time from the date of the Agreement until 4.00pm on the settlement date of the Retail Entitlement Offer:

- **(disclosures in Offer Materials)** a material statement contained in the Prospectus or other Offer Materials is or becomes, misleading or deceptive (including by omission) or likely to mislead or deceive (including by omission), in a material respect;
- **(placement cleansing notice)** the placement cleansing notice lodged with ASX in relation to the Placement shares is or becomes "defective" within the meaning of section 708A(10) of the Corporations Act;
- **(supplementary prospectus)** the Company issues or, in the reasonable opinion of the Underwriter, is required to issue, a supplementary prospectus with ASIC because of the operation of section 719(1) of the Corporations Act and fails to do so, or lodges a supplementary prospectus in a form and substance that has not been approved by the Joint Lead Managers in circumstances required by the Agreement;
- **(unable to issue New Shares or New Options)** the Company is prevented from issuing the New Shares or new options under the Entitlement Offer, or Shares under the Placement, by virtue of the ASX Listing Rules, applicable laws, an order of a court or a governmental agency;
- **(insolvency)** the Company or any of its subsidiaries (**Group**) suffers an insolvency event, or there is an act or omission which is likely to result in any member of the Group suffering an insolvency event;
- **(material adverse change)** any material adverse change, or an event that is likely to result in a material adverse change, occurs in relation to the position of the Group from that disclosed in any Offer Materials, or as most recently disclosed to ASX by the Company;
- **(regulatory relief)** any waiver of the ASX Listing Rules which is necessary in relation to the Offer Materials or to enable the Company to make the Entitlement Offer or Placement (if any) is withdrawn, revoked or amended in an adverse manner;
- **(quotation approval)** approval by ASX for official quotation of the Entitlements, New Shares or the New Options is refused or is not granted by the time required to conduct the Entitlement Offer or the Placement in accordance with the timetable set out in the Key Dates section of the Prospectus (or as amended in accordance with the Agreement) or, if granted, is subsequently withdrawn;
- **(listing)** the Company ceases to be admitted to the official list of ASX or the Shares are suspended from trading for at least one business day on, or ceases to be quoted on, ASX (excluding a trading halt contemplated by the Agreement);
- **(change in Chairman, CEO, CFO)** a change of the Chairman, CEO or CFO of the Company is announced or occurs (other than as disclosed in the Offer Materials, or in writing to the Underwriter prior to the date of the Agreement);
- **(market fall)** the S&P/ASX 200 Index closes:
 - o on the business day immediately prior to the settlement date of the Institutional Entitlement Offer, at a level that is 15% or more below its level as at the close of trading on the business day immediately prior to the date of the Agreement; or
 - o on any two consecutive business days prior to the settlement date of the Retail Entitlement Offer or on the business day immediately prior to the settlement date of the Retail Entitlement Offer, at a level that is 15% or more below its level as at the close of trading on the business day immediately prior to the date of the Agreement;
 (events are continued on the next slide)

SUMMARY OF OFFER MANAGEMENT & UNDERWRITING AGREEMENT

- **(notifications)** any of the following occur:
 - an application is made by ASIC for an order under Part 9.5 of the Corporations Act in relation to the Entitlement Offer or Placement or the Offer Materials or ASIC commences an investigation or hearing in relation to the Entitlement Offer or Placement or the Offer Materials and any such application, investigation or hearing becomes public and is not withdrawn by the date prescribed in the Agreement;
 - any person (other than the Underwriter) who has previously consented to the inclusion of its name in the Prospectus withdraws that consent;
 - any person gives a notice under section 730 of the Corporations Act in relation to the Prospectus (other than the Underwriter);
- **(timetable)** any event specified in the timetable set out in the Key Dates section of the Prospectus (or as amended in accordance with the Agreement) is delayed other than in accordance with the Agreement;
- **(withdrawal)** the Company withdraws any part of the Entitlement Offer or the Placement or the Prospectus, or any circumstance arises that results in the Company either repaying the money received from a person who has applied to subscribe for New Shares under the Entitlement Offer (**Applicants**) or offering Applicants an opportunity to withdraw their applications for New Shares under the Entitlement Offer;
- **(certificate)** a certificate which is required to be given by the Company under the Agreement is not given when required;
- **(prosecution)** the Company or any of its Directors or officers engages, or has engaged, in fraudulent conduct or activity, a Director is charged with an indictable offence in connection with the discharge of their duties as an officer of the Company, or any Director is disqualified from managing a corporation under the Corporations Act;
- **(breach)** the Company fails to perform or observe any of its obligations under the Agreement or a representation or warranty made or given by the Company under the Agreement proves to be, or has been, or becomes, untrue, incorrect or misleading;
- **(force majeure)** there is an event or occurrence which makes it illegal for the Underwriter to satisfy an obligation under the Agreement;
- **(certificate)** a statement in a certificate which is required to be given by the Company under the Agreement is false, misleading, inaccurate, untrue or incorrect (including by way of omission);
- **(change of law)** there is introduced into the Commonwealth or state or territory parliaments of Australia a law or prospective law or any new regulation is made under any law, or a governmental agency adopts a policy, or there is an official announcement of a law or regulation or policy (other than a law or regulation or policy that has been announced before the date of the Agreement);
- **(disclosures in due diligence)** the due diligence report, verification materials or any other information provided in relation to the due diligence program, the Group, the Offer Materials or the Capital Raising, is or becomes untrue, incorrect, misleading or deceptive (including by omission) in a material respect;
- **(adverse change in financial markets)** any of the following occurs:
 - a general moratorium on commercial banking activities in Australia, the United States of America, the United Kingdom or Singapore is declared by the relevant authority in any of those countries, or there is a material disruption in commercial banking or security settlement or clearance services in any of those countries;
 - trading in all securities quoted or listed on ASX, the London Stock Exchange, the New York Stock Exchange or Singapore Stock Exchange is suspended or limited in a material respect for at least one day on which that exchange is open for trading;
 - any adverse change or disruption to the existing financial markets, political or economic conditions of, or currency exchange rates or controls in, Australia, the United States of America, the United Kingdom or Singapore, or the international financial markets or any change in national or international political, financial or economic conditions; or
 - after the date of the Agreement, a change or development (which was not publicly known prior to the date of the Agreement) involving a prospective adverse change in taxation affecting the Group or the Offer occurs; or
- **(hostilities)** there is an outbreak of hostilities (whether or not war or a national emergency has been declared) not presently existing, or a major escalation in existing hostilities occurs, in or involving any one or more of Australia, Canada, a member of the European Union, Japan, New Zealand, Singapore, the People's Republic of China (other than Hong Kong), the United Kingdom or the United States of America, or a major terrorist act is perpetrated on any diplomatic, military, commercial or political establishment of any of those countries elsewhere in the world.

No event listed with an asterisk (*) in this summary entitles the Underwriter to terminate the Agreement unless the event: (a) has or is likely to have a material adverse effect on (i) the marketing, success, outcome or settlement of the Capital Raising or the ability of the Underwriter to market or promote or settle the Capital Raising, the willingness of investors to subscribe for New Shares, or the subsequent market for the New Shares, or (ii) the condition, trading or financial position, performance, profits and losses, results, business or operations of the Group; or (b) has given rise to, or is likely to give rise to (i) a contravention by the Underwriter, or the Underwriter being involved in a contravention of, the Corporations Act or any other applicable law, regulation or applicable rule, or (ii) a liability for the Underwriter under any applicable law, regulation or applicable rule.

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POINTSBET

NBC SPORTS REGIONAL NETWORKS



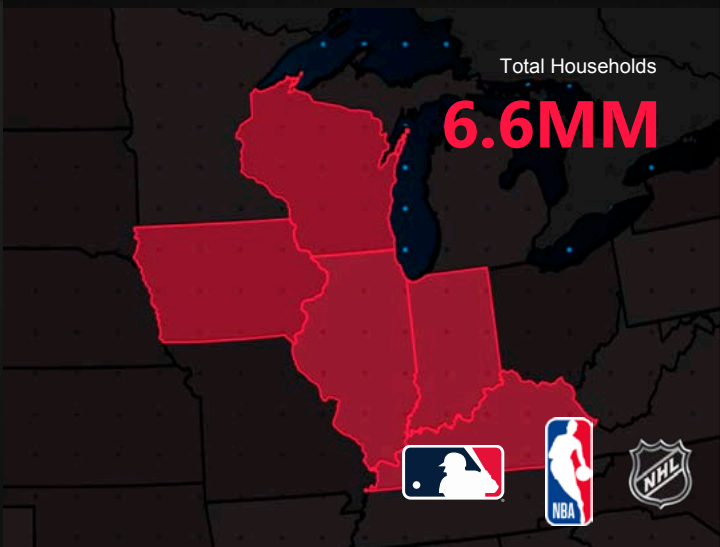




290+


LIVE events per year

1,015+

Hours of LIVE event coverage each year



Total Households
6.6MM



CAPITAL RAISING PRESENTATION | SEPTEMBER 2020

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NBC SPORTS REGIONAL NETWORKS



140+

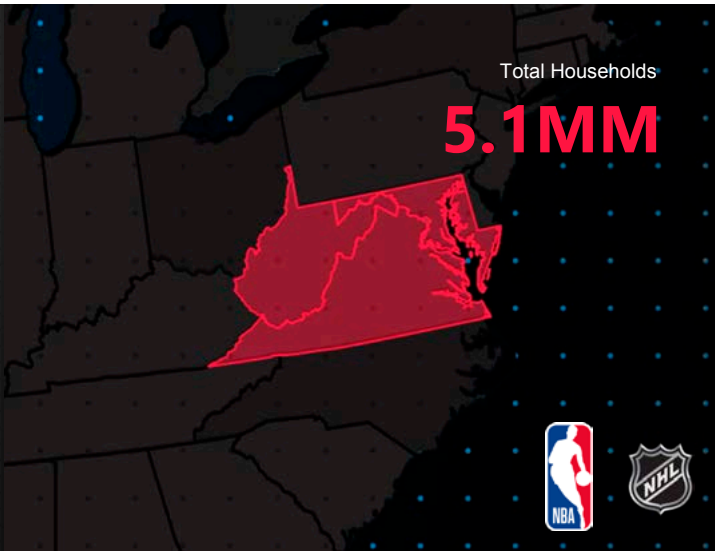
LIVE events per year

490+

Hours of LIVE event coverage each year

Total Households

5.1MM



NBC SPORTS REGIONAL NETWORKS



70+

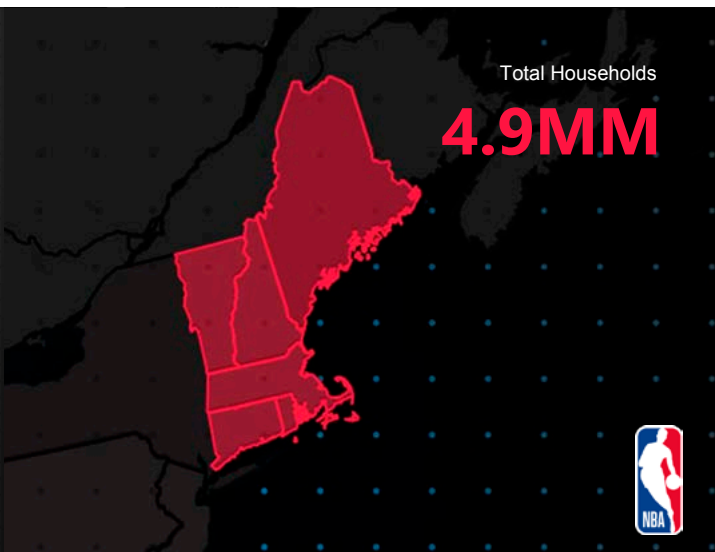
LIVE events per year

245+

Hours of LIVE event coverage each year

Total Households

4.9MM





ANNEXURE B – INVESTOR PRESENTATION

NBC SPORTS REGIONAL NETWORKS

Sports CHICAGO Sports WASHINGTON Sports BOSTON Sports PHILADELPHIA SNY Sports CALIFORNIA Sports BAY AREA Sports NORTHWEST




Sports PHILADELPHIA

Phillies  

290+
LIVE events per year

1,015+
Hours of LIVE event coverage each year

Total Households
4.1MM


  

POINTSBET CAPITAL RAISING PRESENTATION | SEPTEMBER 2020 61

NBC SPORTS REGIONAL NETWORKS

Sports CHICAGO Sports WASHINGTON Sports BOSTON Sports PHILADELPHIA SNY Sports CALIFORNIA Sports BAY AREA Sports NORTHWEST


SNY



130+
LIVE events per year

525+
Hours of LIVE event coverage each year

Total Households
8.9MM



POINTSBET CAPITAL RAISING PRESENTATION | SEPTEMBER 2020 62

REGIONAL TELEVISION NETWORKS



290+

LIVE events per year

1,015+

Hours of LIVE event coverage each year

Total Households

4.9MM



NBC SPORTS REGIONAL NETWORKS



220+

LIVE events per year

770+

Hours of LIVE event coverage each year

Total Households



4.9MM



ANNEXURE B – INVESTOR PRESENTATION

NBC SPORTS REGIONAL NETWORKS

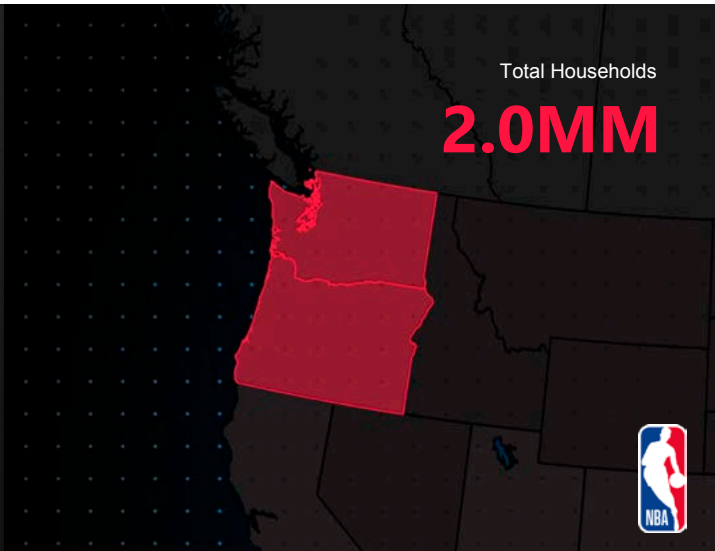

Sports CHICAGO *Sports* WASHINGTON *Sports* BOSTON *Sports* PHILADELPHIA SNY *Sports* CALIFORNIA *Sports* BAY AREA *Sports* NORTHWEST

70+ LIVE events per year	245+ Hours of LIVE event coverage each year
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Total Households

2.0MM

POINTSBET CAPITAL RAISING PRESENTATION | SEPTEMBER 2020 65

ANNEXURE C – FOREIGN SELLING RESTRICTIONS

This Prospectus does not constitute an offer of Entitlements, New Shares or New Options (collectively, the **Securities**) of the Company in any jurisdiction in which it would be unlawful. In particular, this document may not be distributed to any person, and the Securities may not be offered or sold, in any country outside Australia except to the extent permitted below.

1 EUROPEAN UNION

This Prospectus has not been, and will not be, registered with or approved by any securities regulator in the European Union. Accordingly, this Prospectus may not be made available, nor may the Securities be offered for sale, in the European Union except in circumstances that do not require a prospectus under Article 1(4) of Regulation (EU) 2017/1129 of the European Parliament and the Council of the European Union (the **Prospectus Regulation**).

In accordance with Article 1(4)(a) of the Prospectus Regulation, an offer of Securities in the European Union is limited to persons who are “qualified investors” (as defined in Article 2(e) of the Prospectus Regulation).

If you (or any person for whom you are acquiring the Securities) are in the European Union, you (and any such person) represent and warrant that you are a “qualified investor” (as defined in Article 2(e) of the Regulation (EU) 2017/1129 of the European Parliament and the Council of the European Union).

2 HONG KONG

WARNING: This Prospectus has not been, and will not be, registered as a prospectus under the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Cap. 32) of Hong Kong, nor has it been authorised by the Securities and Futures Commission in Hong Kong pursuant to the Securities and Futures Ordinance (Cap. 571) of the Laws of Hong Kong (the **SFO**). No action has been taken in Hong Kong to authorise or register this Prospectus or to permit the distribution of this Prospectus or any documents issued in connection with it. Accordingly, the Securities have not been and will not be offered or sold in Hong Kong other than to “professional investors” (as defined in the SFO and any rules made under that ordinance).

No advertisement, invitation or document relating to the Securities has been or will be issued, or has been or will be in the possession of any person for the purpose of issue, in Hong Kong or elsewhere that is directed at, or the contents of which are likely to be accessed or read by, the public of Hong Kong (except if permitted to do so under the securities laws of Hong Kong) other than with respect to the Securities that are or are intended to be disposed of only to persons outside Hong Kong or only to professional investors. No person allotted Securities may sell, or offer to sell, such securities in circumstances that amount to an offer to the public in Hong Kong within six months following the date of issue of such securities.

The contents of this Prospectus have not been reviewed by any Hong Kong regulatory authority. You are advised to exercise caution in relation to the Offer. If you are in doubt about any contents of this Prospectus, you should obtain independent professional advice.

If you (or any person for whom you are acquiring the Securities) are in Hong Kong, you (and any such person) represent and warrant that you are a “professional investor” as defined under the Securities and Futures Ordinance of Hong Kong, Chapter 571 of the Laws of Hong Kong.

3 NEW ZEALAND

The Securities are not being offered to retail investors within New Zealand other than to existing shareholders of the Company with registered addresses in New Zealand to whom the Offer of these Securities is being made in reliance on the Financial Markets Conduct (Incidental Offers) Exemption Notice 2016. The offer of Securities to those New Zealand shareholders is renounceable in favour of other retail investors in New Zealand.

This Prospectus has been prepared in compliance with Australian law and has not been registered, filed with or approved by any New Zealand regulatory authority under the Financial Markets Conduct Act 2013. This Prospectus is not a product disclosure statement under New Zealand law and is not required to, and may not, contain all the information that a product disclosure statement under New Zealand law is required to contain.

If you (or any person for whom you are acquiring or procuring the Securities) are in New Zealand, you (and any such person):

- a. are a person who (i) is an investment business within the meaning of clause 37 of Schedule 1 of the Financial Markets Conduct Act 2013 (New Zealand) (the **FMC Act**), (ii) meets the investment activity criteria specified in clause 38 of Schedule 1 of the FMC Act, (iii) is large within the meaning of clause 39 of Schedule 1 of the FMC Act, (iv) is a government agency within the meaning of clause 40 of Schedule 1 of the FMC Act or (v) is an eligible investor within the meaning of clause 41 of Schedule 1 of the FMC Act (and, if an eligible investor, have provided the necessary certification);

ANNEXURE C – FOREIGN SELLING RESTRICTIONS

- b. acknowledge that: (i) Part 3 of the FMC Act shall not apply in respect of the offer of Securities to you, (ii) no product disclosure statement or other disclosure document under the FMC Act may be prepared in respect of the offer of Securities and (iii) any information provided to you in respect of the Offer is not required to, and may not, contain all of the information that a product disclosure statement or other disclosure document under New Zealand law is required to contain;
- c. warrant that if in the future you elect to directly or indirectly offer or sell any of the Securities allotted to you, you undertake not to do so in a manner that could result in (i) such offer or sale being viewed as requiring a product disclosure statement or other similar disclosure document or any registration or filing in New Zealand, (ii) any contravention of the FMC Act or (iii) the Company or its Directors incurring any liability; and
- d. warrant that (i) any person for whom you are acquiring Securities meets one or more of the criteria specified in subclause (a) above and (ii) you have received, where required, a safe harbour certificate in accordance with clause 44 of Schedule 1 of the FMC Act.

4 NORWAY

This Prospectus has not been approved by, or registered with, any Norwegian securities regulator under the Norwegian Securities Trading Act of 29 June 2007 no. 75. Accordingly, this Prospectus shall not be deemed to constitute an offer to the public in Norway within the meaning of the Norwegian Securities Trading Act. The Securities may not be offered or sold, directly or indirectly, in Norway except to “professional clients” (as defined in the Norwegian Securities Trading Act).

If you (or any person for whom you are acquiring the Securities) are in Norway, you (and any such person) represent and warrant that you are a “professional client” as defined in Norwegian Securities Trading Act of 29 June 2007 no. 75.

5 SINGAPORE

This Prospectus and any other materials relating to the Securities have not been, and will not be, lodged or registered as a prospectus in Singapore with the Monetary Authority of Singapore. Accordingly, this Prospectus and any other document or materials in connection with the offer or sale, or invitation for subscription or purchase, of Securities, may not be issued, circulated or distributed, nor may the Securities be offered or sold, or be made the subject of an invitation for subscription or purchase, whether directly or indirectly, to persons in Singapore except pursuant to and in accordance with exemptions in Subdivision (4) Division 1, Part XIII of the Securities and Futures Act, Chapter 289 of Singapore (the **SFA**), or as otherwise pursuant to, and in accordance with the conditions of any other applicable provisions of the SFA.

This Prospectus has been given to you on the basis that you are (i) an existing holder of the Company’s shares, (ii) an “institutional investor” (as defined in the SFA) or (iii) an “accredited investor” (as defined in the SFA). In the event that you are not an investor falling within any of the categories set out above, please return this Prospectus immediately. You may not forward or circulate this Prospectus to any other person in Singapore.

Any offer is not made to you with a view to the Securities being subsequently offered for sale to any other party. There are on-sale restrictions in Singapore that may be applicable to investors who acquire Securities. As such, investors are advised to acquaint themselves with the SFA provisions relating to resale restrictions in Singapore and comply accordingly.

If you (or any person for whom you are acquiring the Securities) are in Singapore, you (and any such person) represent and warrant that you:

- a. are an “institutional investor” or an “accredited investor” (as such terms are defined in the Securities and Futures Act of Singapore (“SFA”));
- b. will acquire the Securities in accordance with applicable provisions of the SFA; and
- c. acknowledge that the offer of the Securities is subject to the restrictions (including resale restrictions) set out in the SFA.

6 SWITZERLAND

The Securities may not be publicly offered in Switzerland and will not be listed on the SIX Swiss Exchange or on any other stock exchange or regulated trading facility in Switzerland. Neither this Prospectus nor any other offering or marketing material relating to such securities constitutes a prospectus or a similar notice, as such terms are understood under art. 35 of the Swiss Financial Services Act or the listing rules of any stock exchange or regulated trading facility in Switzerland.

No offering or marketing material relating to the Securities has been, nor will be, filed with or approved by any Swiss regulatory authority or authorised review body. In particular, this Prospectus will not be filed with, and the offer of such Securities will not be supervised by, the Swiss Financial Market Supervisory Authority (FINMA).

Neither this Prospectus nor any other offering or marketing material relating to the Securities may be publicly distributed or otherwise made publicly available in Switzerland. Such securities will only be offered to investors who qualify as “professional clients” (as defined in the Swiss Financial Services Act). This Prospectus is personal to the recipient and not for general circulation in Switzerland.

If you (or any person for whom you are acquiring the Securities) are in Switzerland, you (and any such person) represent and warrant that you are a “professional client” within the meaning of article 4(3) of the Swiss Financial Services Act (**FinSA**) or have validly elected to be treated as a professional client pursuant to article 5(1) of the FinSA.

7 UNITED KINGDOM

Neither this Prospectus nor any other document relating to the Offer has been delivered for approval to the Financial Conduct Authority in the United Kingdom and no prospectus (within the meaning of section 85 of the Financial Services and Markets Act 2000, as amended (**FSMA**)) has been published or is intended to be published in respect of the Securities.

These Securities may not be offered or sold in the United Kingdom by means of this Prospectus or any other document, except in circumstances that do not require the publication of a prospectus under section 86(1) of the FSMA. This Prospectus is issued on a confidential basis in the United Kingdom to “qualified investors” (within the meaning of Article 2(e) of the Prospectus Regulation (2017/1129/EU), replacing section 86(7) of the FSMA). This Prospectus may not be distributed or reproduced, in whole or in part, nor may its contents be disclosed by recipients, to any other person in the United Kingdom.

Any invitation or inducement to engage in investment activity (within the meaning of section 21 of the FSMA) received in connection with the issue or sale of the Securities has only been communicated or caused to be communicated and will only be communicated or caused to be communicated in the United Kingdom in circumstances in which section 21(1) of the FSMA does not apply to the Company.

In the United Kingdom, this Prospectus is being distributed only to, and is directed at, persons (i) who have professional experience in matters relating to investments falling within Article 19(5) (investment professionals) of the Financial Services and Markets Act 2000 (Financial Promotions) Order 2005 (**FPO**), (ii) who fall within the categories of persons referred to in Article 49(2)(a) to (d) (high net worth companies, unincorporated associations, etc.) of the FPO or (iii) to whom it may otherwise be lawfully communicated (together, **relevant persons**). The investment to which this Prospectus relates is available only to relevant persons. Any person who is not a relevant person should not act or rely on this Prospectus.

If you (or any person for whom you are acquiring the Securities) are in the United Kingdom, you (and any such person) are:

- a. a “qualified investor” within the meaning of Article 2(e) of the Prospectus Regulation (2017/1129/EU), replacing Section 86(7) of the UK Financial Services and Markets Act 2000; and
- b. within the categories of persons referred to in Article 19(5) (investment professionals) or Article 49(2)(a) to (d) (high net worth companies, unincorporated associations, etc.) of the UK Financial Services and Markets Act 2000 (Financial Promotions) Order 2005, as amended.

8 UNITED STATES

This Prospectus does not constitute an offer to sell, or a solicitation of an offer to buy, securities in the United States.

The Securities have not been, and will not be, registered under the US Securities Act or the securities laws of any State or other jurisdiction of the United States. Accordingly, these securities may not be offered or sold in the United States except in transactions exempt from, or not subject to, the registration requirements of the US Securities Act and applicable US State securities laws.

The Securities will only be offered and sold in the United States to:

- a. “qualified institutional buyers” (as defined in Rule 144A under the US Securities Act); and
- b. dealers or other professional fiduciaries organized or incorporated in the United States that are acting for a discretionary or similar account (other than an estate or trust) held for the benefit or account of persons that are not US persons and for which they exercise investment discretion, within the meaning of Rule 902(k)(2)(i) of Regulation S under the US Securities Act.

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***POINTS*BET**