Rule 2.7, 3.10.3, 3.10.4, 3.10.5

Appendix 3B

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

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

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

Name of entity

SportsHero Ltd

ABN

98 123 423 987

We (the entity) give ASX the following information.

Part 1 - All issues

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

1	+Class of +securities issued or to be issued	1. (a) Fully paid ordinary shares; (b) Fully paid ordinary shares; and (c) Fully paid ordinary shares 2. Options exercisable at $0.20, expiring 1 Feb 2021
2	Number of +securities issued or to be issued (if known) or maximum number which may be issued	1. (a) 33,942,858; (b) 214,286; and (c) 2,000,000 2. 1,000,000
3	Principal terms of the +securities (eg, if options, exercise price and expiry date; if partly paid +securities, the amount outstanding and due dates for payment; if +convertible securities, the conversion price and dates for conversion)	1. Fully paid ordinary shares 2. Options exercisable at $0.20 and expiring 1 Feb 2021

+ See chapter 19 for defined terms.

4	Do the +securities rank equally in all respects from the date of allotment with an existing +class of quoted +securities? If the additional securities do not rank equally, please state: • the date from which they do • the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment • the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment	1. (a) Yes (33,942,858 shares released from ASX imposed escrow); (b) Yes (exercise of 214,286 options expiring 31 August 2019 – exercise price $0.05 per share); (c) Yes (conversion of 2,000,000 Class A Performance Rights issued to Tony Wee). 2. No
5	Issue price or consideration	1. (a) 33,942,858 shares released from ASX imposed escrow); (b) $0.05 per share; and (c) conversion of 2m Class A Performance Rights 2. Nil
6	Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)	1. (a) shares released from ASX imposed escrow; (b) exercise of options; and (c) conversion of Performance Rights 2. Incentive options
6a	Is the entity an +eligible entity that has obtained security holder approval under rule 7.1A? If Yes, complete sections 6b – 6h *in relation to the +securities the subject of this Appendix 3B*, and comply with section 6i	Yes
6b	The date the security holder resolution under rule 7.1A was passed	27 November 2017

6c	Number of +securities issued without security holder approval under rule 7.1	1. **12,500,000** shares issued to IPV Capital at an issue price of $0.08 per share to raise $1m in working capital. **500,000** shares issued to the nominee of Mr Chris Flintoft in consideration for Mr Flintoft's engagement as the Company's Technical Strategy Advisor. **1,000,000** shares issued to the nominee of Mr Chris Flintoft being the conversion of 1,000,000 Class A Performance Rights. **3,000,000** shares issued to Mr Tony Wee in consideration for Mr Wee's engagement as the Company's Corporate Advisor. **8,500,000** Performance Rights - Refer Annexures B and C **1,000,000** options (ie this Appendix 3B) **2,000,000** shares (ie this Appendix 3B – conversion of Mr Wee's Class A Performance Rights)
6d	Number of +securities issued with security holder approval under rule 7.1A	Nil
6e	Number of +securities issued with security holder approval under rule 7.3, or another specific security holder approval (specify date of meeting)	Nil
6f	Number of securities issued under an exception in rule 7.2	214,286 (exercise of options – this Appendix 3B)

+ See chapter 19 for defined terms.

6g	If securities issued under rule 7.1A, was issue price at least 75% of 15 day VWAP as calculated under rule 7.1A.3? Include the issue date and both values. Include the source of the VWAP calculation.	N/A
6h	If securities were issued under rule 7.1A for non-cash consideration, state date on which valuation of consideration was released to ASX Market Announcements	N/A
6i	Calculate the entity's remaining issue capacity under rule 7.1 and rule 7.1A – complete Annexure 1 and release to ASX Market Announcements	Rule 7.1: 5,483,391 Rule 7.1A: 22,655,594
7	Dates of entering +securities into uncertificated holdings or despatch of certificates	7 February 2018

		Number	+Class
8	Number and +class of all +securities quoted on ASX (*including* the securities in section 2 if applicable)	170,998,801 (including 10,000,000 held in voluntary escrow)	Fully paid ordinary shares

		Number	+Class
9	Number and +class of all +securities not quoted on ASX (*including* the securities in section 2 if applicable)	Refer Schedule A	Refer Schedule A

10	Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)	N/A

Part 2 - Bonus issue or pro rata issue

11	Is security holder approval required?	N/A
12	Is the issue renounceable or non-renounceable?	N/A
13	Ratio in which the +securities will be offered	N/A

14	+Class of +securities to which the offer relates	N/A
15	+Record date to determine entitlements	N/A
16	Will holdings on different registers (or subregisters) be aggregated for calculating entitlements?	N/A
17	Policy for deciding entitlements in relation to fractions	N/A
18	Names of countries in which the entity has +security holders who will not be sent new issue documents Note: Security holders must be told how their entitlements are to be dealt with. Cross reference: rule 7.7.	N/A
19	Closing date for receipt of acceptances or renunciations	N/A
20	Names of any underwriters	N/A
21	Amount of any underwriting fee or commission	N/A
22	Names of any brokers to the issue	N/A
23	Fee or commission payable to the broker to the issue	N/A
24	Amount of any handling fee payable to brokers who lodge acceptances or renunciations on behalf of +security holders	N/A
25	If the issue is contingent on +security holders' approval, the date of the meeting	N/A
26	Date entitlement and acceptance form and prospectus or Product Disclosure Statement will be sent to persons entitled	N/A

+ See chapter 19 for defined terms.

27	If the entity has issued options, and the terms entitle option holders to participate on exercise, the date on which notices will be sent to option holders	N/A
28	Date rights trading will begin (if applicable)	N/A
29	Date rights trading will end (if applicable)	N/A
30	How do +security holders sell their entitlements *in full* through a broker?	N/A
31	How do +security holders sell *part* of their entitlements through a broker and accept for the balance?	N/A
32	How do +security holders dispose of their entitlements (except by sale through a broker)?	N/A
33	+Despatch date	N/A

Part 3 - Quotation of securities

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

34 Type of securities
(*tick one*)

(a) √ Securities described in Part 1 – Note: only 64,313,141 Shares to be quoted (ie 116,701,859 Shares to be held in escrow), the 72,000,000 Options are not to be quoted.

(b) ☐ All other securities

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

Entities that have ticked box 34(a)

Additional securities forming a new class of securities

Tick to indicate you are providing the information or documents

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

36 ☐ If the +securities are +equity securities, a distribution schedule of the additional +securities setting out the number of holders in the categories
1 - 1,000
1,001 - 5,000
5,001 - 10,000
10,001 - 100,000
100,001 and over

37 ☐ A copy of any trust deed for the additional +securities

Entities that have ticked box 34(b)

38	Number of securities for which +quotation is sought	
39	Class of +securities for which quotation is sought	
40	Do the +securities rank equally in all respects from the date of allotment with an existing +class of quoted +securities? If the additional securities do not rank equally, please state: • the date from which they do • the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment • the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment	
41	Reason for request for quotation now Example: In the case of restricted securities, end of restriction period (if issued upon conversion of another security, clearly identify that other security)	

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

+ See chapter 19 for defined terms.

Quotation agreement

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

2 We warrant the following to ASX.

- The issue of the +securities to be quoted complies with the law and is not for an illegal purpose.
- There is no reason why those +securities should not be granted +quotation.
- An offer of the +securities for sale within 12 months after their issue will not require disclosure under section 707(3) or section 1012C(6) of the Corporations Act.

  Note: An entity may need to obtain appropriate warranties from subscribers for the securities in order to be able to give this warranty

- Section 724 or section 1016E of the Corporations Act does not apply to any applications received by us in relation to any +securities to be quoted and that no-one has any right to return any +securities to be quoted under sections 737, 738 or 1016F of the Corporations Act at the time that we request that the +securities be quoted.
- If we are a trust, we warrant that no person has the right to return the +securities to be quoted under section 1019B of the Corporations Act at the time that we request that the +securities be quoted.

3 We will indemnify ASX to the fullest extent permitted by law in respect of any claim, action or expense arising from or connected with any breach of the warranties in this agreement.

4 We give ASX the information and documents required by this form. If any information or document not available now, will give it to ASX before +quotation of the +securities begins. We acknowledge that ASX is relying on the information and documents. We warrant that they are (will be) true and complete.

Sign here: ..... Date: 7 February 2018
(Company Secretary)

Print name: Michael Higginson

Appendix 3B – Annexure 1

Calculation of placement capacity under rule 7.1 and rule 7.1A for +eligible entities

Introduced 01/08/12

Part 1

Rule 7.1 – Issues exceeding 15% of capital	
Step 1: Calculate "A", the base figure from which the placement capacity is calculated	
Insert number of fully paid ordinary securities on issue 12 months before date of issue or agreement to issue	220,841,657
Add the following: • Number of fully paid ordinary securities issued in that 12 month period under an exception in rule 7.2 • Number of fully paid ordinary securities issued in that 12 month period with shareholder approval • Number of partly paid ordinary securities that became fully paid in that 12 month period *Note:* • *Include only ordinary securities here – other classes of equity securities cannot be added* • *Include here (if applicable) the securities the subject of the Appendix 3B to which this form is annexed* • *It may be useful to set out issues of securities on different dates as separate line items*	214,286 (this App 3B) 5,500,000
Subtract the number of fully paid ordinary securities cancelled during that 12 month period	Nil
"A"	226,555,943

+ See chapter 19 for defined terms.

Step 2: Calculate 15% of "A"	
"B"	0.15 *[Note: this value cannot be changed]*
Multiply "A" by 0.15	33,983,391
Step 3: Calculate "C", the amount of placement capacity under rule 7.1 that has already been used	
Insert number of equity securities issued or agreed to be issued in that 12 month period *not counting* those issued: • Under an exception in rule 7.2 • Under rule 7.1A • With security holder approval under rule 7.1 or rule 7.4 *Note:* • *This applies to equity securities, unless specifically excluded – not just ordinary securities* • *Include here (if applicable) the securities the subject of the Appendix 3B to which this form is annexed* • *It may be useful to set out issues of securities on different dates as separate line items*	17,000,000 fully paid ordinary shares (Appendix 3B 10 Jan 18) 8,500,000 Performance Rights (Appendix 3B 10 Jan 18) 1,000,000 options expiring 1 Feb 2021 (this Appendix 3B) 2,000,000 fully paid shares following the conversion 2,000,000 Tony Wee Class A Performance Rights
"C"	28,500,000
Step 4: Subtract "C" from ["A" x "B"] to calculate remaining placement capacity under rule 7.1	
"A" x 0.15 *Note: number must be same as shown in Step 2*	33,983,391
Subtract "C" *Note: number must be same as shown in Step 3*	28,500,000
Total ["A" x 0.15] – "C"	5,483,391 *[Note: this is the remaining placement capacity under rule 7.1]*

Part 2

Rule 7.1A – Additional placement capacity for eligible entities	
Step 1: Calculate "A", the base figure from which the placement capacity is calculated	
"A" *Note: number must be same as shown in Step 1 of Part 1*	226,555,943
Step 2: Calculate 10% of "A"	
"D"	0.10 *Note: this value cannot be changed*
Multiply "A" by 0.10	22,655,594
Step 3: Calculate "E", the amount of placement capacity under rule 7.1A that has already been used	
Insert number of equity securities issued or agreed to be issued in that 12 month period under rule 7.1A *Notes:* • *This applies to equity securities – not just ordinary securities* • *Include here – if applicable – the securities the subject of the Appendix 3B to which this form is annexed* • *Do not include equity securities issued under rule 7.1 (they must be dealt with in Part 1), or for which specific security holder approval has been obtained* • *It may be useful to set out issues of securities on different dates as separate line items*	Nil
"E"	Nil

+ See chapter 19 for defined terms.

Step 4: Subtract "E" from ["A" x "D"] to calculate remaining placement capacity under rule 7.1A	
"A" x 0.10 *Note: number must be same as shown in Step 2*	22,655,594
Subtract "E" *Note: number must be same as shown in Step 3*	Nil
Total ["A" x 0.10] – "E"	22,655,594 *Note: this is the remaining placement capacity under rule 7.1A*

Schedule A

Number and class of all securities not quoted on ASX (including the securities in section 2 if applicable).

ASX Restricted Securities

Number	Class
74,557,142	Fully paid ordinary shares (**held in ASX imposed escrow for 24 months from date of re-instatement**).
4,114,286	Options each exercisable at $0.05 and expiring 31 August 2019 (**held in ASX imposed escrow for 24 months from date of re-instatement).**

Unquoted unrestricted securities

67,671,428	Options each exercisable at $0.05 and expiring 31 August 2019.
1,000,000	Options each exercisable at $0.20 and expiring 1 February 2021.
4,000,000	Performance Rights (Ian Chappell – refer Annexure A)
2,500,000	Performance Rights (Chris Flintoft – refer Annexure B)
6,000,000	Performance Rights (Tony Wee – refer Annexure C)

Annexure A

Class	Performance Hurdle	Entitlement
Class A Performance Right	Mr Chappell still being engaged as SportsHero's Cricket Ambassador as at twelve (12) months from the Commencement Date and SportsHero achieving five hundred thousand (500,000) monthly active cricket users on or before twelve (12) months from the Commencement Date	1,000,000 Class A Performance Rights
Class B Performance Right	Mr Chappell still being engaged as SportsHero's Cricket Ambassador as at (24) months from the Commencement Date and SportsHero achieving one million five hundred thousand (1,500,000) monthly active cricket users on or before twenty four (24) months from the Commencement Date	1,000,000 Class B Performance Rights
Class C Performance Right	Mr Chappell still being engaged as SportsHero's Cricket Ambassador as at thirty six (36) months from the Commencement Date and SportsHero achieving three million (3,000,000) monthly active cricket users on or before thirty six (36) months from the Commencement Date	1,000,000 Class C Performance Rights
Class D Performance Right	Mr Chappell still being engaged as SportsHero's Cricket Ambassador as at 1 April 2020	1,000,000 Class D Performance Rights

Annexure B

Class	Performance Hurdle	Entitlement
Class A Performance Rights	As determined by the Board, the delivery on or before 31 December 2017 of an implementation plan and strategy for V3 of SportsHero's app which delivers an even better mobile user experience than the improved V 2.5, including: • Comprehensive, intelligent re-engineering of the platform, including powerful new personalised data and analytics; • API to unlock access to partner networks and emerging new technologies; • Completely re-imagined, world-class user experience (UX); • Compelling new "state-of-the-art" web experience collectively the "**Class A Performance Hurdle**".	1,000,000 Class A Performance Rights.
Class B Performance Rights	As determined by the Board, the delivery on or before 7 February 2018 of an implementation plan and strategy for the introduction of a SportsHero	1,000,000 Class B Performance Rights.

	cryptocurrency/coin, the "Class B Performance Hurdle".	
Class C Performance Rights	On or before 31 May 2018, the successful release to the market of V3 of the SportsHero app that delivers all of the deliverables as per the Class A and Class B Performance Hurdles.	1,500,000 Class C Performance Rights.

Annexure C

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