SPORTSHERO LIMITED
ACN 123 423 987
NOTICE OF ANNUAL GENERAL MEETING

Notice is given that the Meeting will be held at:

TIME: 12:00 pm AEDT

DATE: 27 November 2025

PLACE: Meeting Room 3
Hall Chadwick
Level 40
2 Park Street
SYDNEY NSW 2000

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

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

The Directors have determined pursuant to Regulation 7.11.37 of the Corporations Regulations 2001 (Cth) that the persons eligible to vote at the Meeting are those who are registered Shareholders at 7:00 pm AEDT on 25 November 2025.

Voting by proxy

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

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

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

Shareholders and their proxies should be aware that:

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

Voting in person

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

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

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

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

BUSINESS OF THE MEETING

FINANCIAL STATEMENTS AND REPORTS

To receive and consider the annual financial report of the Company for the financial year ended 30 June 2025 together with the declaration of the Directors, the Directors' report, the Remuneration Report and the auditor's report.

1. RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

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

> *"That, for the purposes of section 250R(2) of the Corporations Act and for all other purposes, approval is given for the adoption of the Remuneration Report as contained in the Company's annual financial report for the financial year ended 30 June 2025."*

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

Voting prohibition statement:

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

(a) a member of the Key Management Personnel, details of whose remuneration are included in the Remuneration Report; or

(b) a Closely Related Party of such a member.

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

(a) the voter is appointed as a proxy by writing that specifies the way the proxy is to vote on this Resolution; or

(b) the voter is the Chair and the appointment of the Chair as proxy:

(i) does not specify the way the proxy is to vote on this Resolution; and

(ii) expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

2. RESOLUTION 2 – RE-ELECTION OF DIRECTOR – MR TOM LAPPING

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

> *"That, for the purpose of clause 14.2 of the Constitution, Listing Rule 14.4 and for all other purposes, Mr Tom Lapping, a Director, retires by rotation, and being eligible, is re-elected as a Director.*

3. RESOLUTION 3 – APPOINTMENT OF AUDITOR

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

To consider and if thought fit, pass the following as an **ordinary resolution** of the Company:

> *"That, for the purposes of section 327B(1)(b) of the Corporations Act and for all other purposes, Hall Chadwick (NSW) Pty Ltd, having been nominated by a Shareholder and having consented in writing to act in the capacity of auditor, be appointed as the auditor of the Company to hold office from the conclusion of this Meeting until it resigns or is removed from the office of auditor of the Company."*

4. RESOLUTION 4 – RATIFICATION OF THE ISSUE OF PERFORMANCE RIGHTS TO CRISPIN TRISTRAM

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

> *"That, for the purposes of Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 18,000,000 Performance Rights to Crispin Tristram on the terms and conditions set out in the Explanatory Statement."*

Voting exclusion statement:

The Company will disregard any votes cast in favour of this Resolution by Crispin Tristram or any other person who participated in the issue or an associate of that person or those persons.

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

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

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

(c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:

(i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and

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

5. RESOLUTION 5 – RATIFICATION OF PLACEMENT SHARES

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

> *"That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 71,747,913 Shares to the Placement Participants on the terms and conditions set out in the Explanatory Statement."*

Voting exclusion statement:

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

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

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

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

(c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:

(i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and

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

6. RESOLUTION 6 – RATIFICATION OF PLACEMENT OPTIONS

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

> *"That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 35,873,957 Options to the Placement Participants on the terms and conditions set out in the Explanatory Statement."*

Voting exclusion statement:

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

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

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

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

(c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:

  (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and

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

7. RESOLUTION 7 – RATIFICATION OF OPTIONS ISSUED TO ACTIV8

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

> *"That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 11,000,000 Options to Activ8 Capital Advisors on the terms and conditions set out in the Explanatory Statement."*

Voting exclusion statement:

The Company will disregard any votes cast in favour of this Resolution by or on behalf of Activ8 or an associate of Activ8.

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

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

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

(c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:

  (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and

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

8. RESOLUTION 8 – RATIFICATION OF OPTIONS ISSUED TO WALLABI

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

> *"That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 12,666,667 Options to Wallabi Group on the terms and conditions set out in the Explanatory Statement."*

Voting exclusion statement:

The Company will disregard any votes cast in favour of this Resolution by or on behalf of Wallabi or an associate of Wallabi.

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

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

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

(c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:

  (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and

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

9. RESOLUTION 9 – APPROVAL TO ISSUE SHARES TO MR STRATOS KAROUSOS

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

> *"That, for the purposes of Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue 2,998,051 Shares to Mr Stratos Karousos (or his nominee(s)) on the terms and conditions set out in the Explanatory Statement."*

Voting exclusion statement:

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

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

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

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

(c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:

  (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution(s); and

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

Voting prohibition statement:

A person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if:

(a) the proxy is either:

(i) a member of the Key Management Personnel; or

(ii) a Closely Related Party of such a member; and

(b) the appointment does not specify the way the proxy is to vote on this Resolution.

However, the above prohibition does not apply if:

(a) the proxy is the Chair; and

(b) the appointment expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel.

10. RESOLUTION 10 – APPROVAL OF 7.1A MANDATE

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

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

OTHER BUSINESS

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

Dated: 28 October 2025
By order of the Board

EXPLANATORY STATEMENT

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

1. FINANCIAL STATEMENTS AND REPORTS

In accordance with the Corporations Act, the business of the Meeting will include receipt and consideration of the annual financial report of the Company for the financial year ended 30 June 2025 together with the declaration of the Directors, the Directors' report, the Remuneration Report and the auditor's report.

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

2. RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

2.1 General

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

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

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

2.2 Voting consequences

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

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

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

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

2.3 Previous voting results

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

A voting prohibition statement is included in for this Resolution.

3. RESOLUTION 2 – RE-ELECTION OF DIRECTOR – MR TOM LAPPING

3.1 General

Listing Rule 14.4 and clause 14.2 of the Constitution provide that, other than a managing director, a director of an entity must not hold office (without re-election) past the third annual general meeting following the director's appointment or three years, whichever is the longer. However, where there is more than one managing director, only one is entitled to be exempt from this rotation requirement.

Mr Tom Lapping, who has served as a Director since 10 April 2017 and was last re-elected on 24 November 2023, retires by rotation and seeks re-election.

3.2 Qualifications and other material directorships

Mr Lapping is highly experienced across the securities and media sectors. Since 2016, he has played an integral role within SportsHero and was a key member of the team during the transition of the SportsHero business from a Singaporean unlisted entity to an ASX listed public company in February 2017.

Tom is a successful entrepreneur who has accumulated extensive experience leading both established and early stage ventures in the Asia-Pacific region. Tom has a keen understanding of consumer behaviour and was recognised as a 40under40 business entrepreneur award winner in Western Australia in 2003.

Ms Lapping holds no other material directorships.

3.3 Independence

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

3.4 Technical information required by Listing Rule 14.1A

If this Resolution is passed, Mr Lapping will be re-elected to the Board as an executive Director.

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

3.5 Board recommendation

The Board has reviewed Mr Lapping's performance since his appointment to the Board and considers that Mr Lapping's skills and experience will continue to enhance the Board's ability to perform its role. Accordingly, the Board (with Mr Lapping abstaining) supports the re-election of Mr Lapping and recommends that Shareholders vote in favour of this Resolution.

4. RESOLUTION 3 – CONFIRMATION OF APPOINTMENT OF AUDITOR AT AGM

4.1 Background

On 20 June 2025, in accordance with section 327C of the Corporations Act 2001, the Company appointed Hall Chadwick (NSW) Pty Ltd (**Hall Chadwick**) as auditor of the Company following ASIC's consent to the resignation of the previous auditor of the Company, RSM Australia Partners, in accordance with section 329(5) of the Corporations Act.

Following the above appointment, and in accordance with section 327C(2) of the Corporations Act, Hall Chadwick holds office as auditor of the Company until the Company's next annual general meeting, being the meeting the subject of this Notice.

In accordance with section 327B(1)(b), the Company now seeks Shareholder approval for the ongoing appointment of Hall Chadwick as the auditor of the Company and its controlled entities.

In accordance with section 328B of the Corporations Act 2001, notice in writing nominating Hall Chadwick as auditor has been given to the Company by a Shareholder. A copy of this notice is attached to this Notice as Annexure A.

Hall Chadwick has provided to the Company, and has not withdrawn, its written consent to act as auditor of the Company, in accordance with section 328A(1) of the Corporations Act.

If this Resolution is passed, the appointment of Hall Chadwick as the Company's auditor will take effect at the close of this Meeting.

4.2 Board Recommendation

The Board recommends that Shareholders vote in favour of this Resolution. The Chairman of the Meeting intends to vote undirected proxies in favour of this Resolution.

5. RESOLUTION 4 – RATIFICATION OF THE ISSUE OF PERFORMANCE RIGHTS TO CRISPIN TRISTRAM

5.1 Background

The Company, through its wholly owned subsidiary SportsHero Enterprise Pte Ltd, entered into an executive service agreement with Crispin Tristram on 10 February 2025, (**Executive Agreement**).

Pursuant to the terms of the Executive Agreement, Mr Tristram agreed to provide the following services to the Group:

(a) act as the direct liaison between the Company and the Company's executive team;

(b) provide expertise for the Group's esports business development opportunities, tech advice, input and assistance to the Board and its management;

(c) develop a market strategy for the Group's current partnerships and digital products, lead the commercial path to growth and profitability in Indonesia and lead the implementation of the Group's digital product strategy and growth plans as it extends into new markets and partnership opportunities;

(d) assess and broker partnerships that can deliver on the growth objectives.

As was announced on 10 February 2025, the executive agreement includes the issue of Performance Rights upon the achievement of certain milestones relating to the growth and development of the Company.

The Company issued 18,000,000 Performance Rights under its discretion pursuant to Listing Rule 7.1, on the following terms.

TRANCHE	NUMBER OF PERFORMANCE RIGHTS	MILESTONE
Class A Performance Rights	1,000,000	Upon achieving 10,000 monthly subscribers to the IGV Family Game Pass product.
Class B Performance Rights	2,000,000	Upon achieving 20,000 monthly subscribers to the IGV Family Game Pass product.
Class C Performance Rights	2,000,000	Upon achieving 50,000 monthly subscribers to the IGV Family Game Pass product.
Class D Performance Rights	5,000,000	Upon achieving 100,000 monthly subscribers to the IGV Family Game Pass product.
Class E Performance Rights	3,000,000	Upon securing an esports commercial partnership with PSSI, Indonesia's Football Association with any one of the Company's esports digital products.
Class F Performance Rights	5,000,000	Upon securing a partnership with any of the major telco companies in Southeast Asia, excluding Indonesia for any of the Company's digital products.

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

5.2 Listing Rule 7.1

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

The issue does not fit within any of the exceptions set out in Listing Rule 7.2 and, as it has not yet been approved by Shareholders, it effectively uses up part of the 15% limit in Listing Rule 7.1, reducing the Company's capacity to issue further equity securities without Shareholder approval under Listing Rule 7.1 for the 12 month period following the date of the issue.

5.3 Listing Rule 7.4

Listing Rule 7.4 allows the shareholders of a listed company to approve an issue of equity securities after it has been made or agreed to be made. If they do, the issue is taken to have been approved under Listing Rule 7.1 and so does not reduce the company's capacity to issue further equity securities without shareholder approval under that rule.

The Company wishes to retain as much flexibility as possible to issue additional equity securities in the future without having to obtain Shareholder approval for such issues under Listing Rule 7.1. Accordingly, the Company is seeking Shareholder ratification pursuant to Listing Rule 7.4 for the issue.

5.4 Technical information required by Listing Rule 14.1A

If this Resolution is passed, the issue will be excluded in calculating the Company's 15% limit in Listing Rule 7.1, effectively increasing the number of equity securities the Company can issue without Shareholder approval over the 12 month period following the date of the issue.

If this Resolution is not passed, the issue will be included in calculating the Company's 15% limit in Listing Rule 7.1, effectively decreasing the number of equity securities that the Company can issue without Shareholder approval over the 12 month period following the date of the issue.

5.5 Technical information required by Listing Rules 7.4 and 7.5

REQUIRED INFORMATION	DETAILS
Names of persons to whom Securities were issued or the basis on which those persons were identified/selected	Crispin Tristram.
Number and class of Securities issued	18,000,000 Performance Rights.
Terms of Securities	The Performance Rights were issued on the terms and conditions set out in Schedule 1.
Date(s) on or by which the Securities were issued.	11 February 2025.
Price or other consideration the Company received for the Securities	The Performance Rights were issued in consideration for Mt Tristram's consultancy services with respect to the growth of the Company's business.
Purpose of the issue, including the intended	The purpose of the issue is to incentivise Mr Tristram to drive further growth for the Company.

REQUIRED INFORMATION	DETAILS
use of any funds raised by the issue	
Summary of material terms of agreement to issue	The Performance Rights were issued under the Executive Agreement, which is summarised in Section 5.1 above.
Voting Exclusion Statement	A voting exclusion statement applies to this Resolution.
Compliance	The issue did not breach Listing Rule 7.1.

6. BACKGROUND TO THE PLACEMENT

6.1 Background

On 30 July 2025, the Company announced a $1.65 million placement of Shares and free-attaching Options, which comprised the issue of:

(a) 71,747,914 Shares at $0.023 per Share; and

(b) one free-attaching unlisted Option for every two Placement Shares issued, being 35,873,957 in total with an exercise price of $0.03 and an expiry date of 31 July 2026 (**Placement Options**),

to sophisticated and professional investors who were clients of Activ8 Capital Advisors (**Activ8**), who acted as lead manager to the capital raising (the **Placement**). The issue price of Shares under the Placement represented an 18% discount to the last close price of Shares (being, $0.028) and a 15% discount to the 15-day volume weighted average price of Shares (being, $0.027).

The Shares were issued under the Company's available Listing Rule 7.1A capacity and the Placement Options were issued under the Company's available Listing Rule 7.1 capacity.

6.2 Use of Funds

The capital raised under the Placement will be used to accelerate the commercialisation of the Company's e-sports gaming and community engagement platforms, including:

(a) increase gaming publisher/distributor commercial agreements to enhance our product offering across existing segments and into other new verticals;

(b) expand sales efforts to secure additional telecommunication partnerships in both existing and new countries within the South East Asian region;

(c) testing of direct marketing spend for our non-Telco funded advertising channels;

(d) partial repayment of the existing drawn down debt facility; and

(e) costs of the Placement, ongoing administration and working capital requirements.

6.3 Lead Managers

The Company entered into a lead manager mandate with Activ8, whereby Activ8 agreed to provide lead manager services in relation to the Placement. Pursuant to this agreement, and to offer consideration for ongoing corporate advisory services pursuant to an ongoing advisory agreement, the Company agreed to issue Activ8 the following Options upon settlement of the Placement:

(a) 7,500,000 Options with an exercise price of $0.02 and an expiry date of 31 October 2027 (**Class A Activ8 Options**);

(b) 3,500,000 Options with an exercise price of $0.04 and an expiry date of 31 October 2027 (**Class B Activ8 Options**).

The Company also retained the services of Wallabi Group (**Wallabi**) for assistance in raising $950,000 of the funds raised under the Placement. Upon settlement of the Placement, the Company issued Wallabi 12,666,667 Options with an exercise price of $0.03 and an expiry date of 31 October 2028 (**Wallabi Options**).

The Company issued all Securities referenced in this Section on 5 August 2025.

7. RESOLUTION 5 – RATIFICATION OF PLACEMENT SHARES

7.1 General

This Resolution seeks Shareholder ratification for the purposes of Listing Rule 7.4 for the issue of 71,747,914 Shares at an issue price of $0.023 per Share to raise $1,650,202. The Shares were issued on 5 August 2025 pursuant to the Company's capacity under Listing Rule 7.1A.

7.2 Listing Rules 7.1 and 7.1A

A summary of Listing Rule 7.1 is set out in Section 5.2 above.

Under Listing Rule 7.1A however, an Eligible Entity can seek approval from its members, by way of a special resolution passed at its annual general meeting, to increase this 15% limit by an extra 10% to 25%. The Company obtained this approval at its annual general meeting held on 29 November 2024. The Company's ability to utilise the additional 10% capacity is conditional on Resolution 12 being passed at this Meeting.

The issue does not fit within any of the exceptions set out in Listing Rule 7.2 and, as it has not yet been approved by Shareholders, it effectively uses up part of the 25% limit in Listing Rules 7.1 and 7.1A, reducing the Company's capacity to issue further equity securities without Shareholder approval under Listing Rule 7.1 for the 12 month period following the date of the issue.

7.3 Listing Rule 7.4

A summary of Listing Rule 7.4 is set out in Section 5.3 above.

The Company wishes to retain as much flexibility as possible to issue additional equity securities in the future without having to obtain Shareholder approval for such issues under Listing Rule 7.1. Accordingly, the Company is seeking Shareholder ratification pursuant to Listing Rule 7.4 for the issue.

7.4 Technical information required by Listing Rule 14.1A

If this Resolution is passed, the issue will be excluded in calculating the Company's combined 25% limit in Listing Rules 7.1 and 7.1A, effectively increasing the number of equity securities the Company can issue without Shareholder approval over the 12 month period following the date of the issue.

If this Resolution is not passed, the issue will be included in calculating the Company's 10% limit in Listing Rule 7.1A, effectively decreasing the number of equity securities that the Company can issue without Shareholder approval over the 12 month period following the date of the issue.

The Company's ability to utilise the additional 10% capacity provided for in Listing Rule 7.1A remains conditional on Resolution 12 being passed at this Meeting.

7.5 Technical information required by Listing Rules 7.4 and 7.5

REQUIRED INFORMATION	DETAILS
Names of persons to whom Securities were issued or the basis on which those persons were identified/selected	Professional and sophisticated investors who were identified through a bookbuild process, which involved Wallabi and Activ8 seeking expressions of interest to participate in the capital raising from non-related parties of the Company (the **Placement Participants**). The Company confirms that no Material Persons were issued more than 1% of the issued capital of the Company.

REQUIRED INFORMATION	DETAILS
Number and class of Securities issued	71,747,914 Shares were issued.
Terms of Securities	The Shares were fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares.
Date(s) on or by which the Securities were issued	5 August 2025
Price or other consideration the Company received for the Securities	$0.023 per Share.
Purpose of the issue, including the intended use of any funds raised by the issue	Refer to Section 6.2 for details of the proposed use of funds.
Summary of material terms of agreement to issue	The Shares were not issued under an agreement.
Voting Exclusion Statement	A voting exclusion statement applies to this Resolution.
Compliance	The issue did not breach Listing Rule 7.1A.

8. RESOLUTION 6 – RATIFICATION OF PLACEMENT OPTIONS

8.1 General

This Resolution seeks Shareholder ratification for the purposes of Listing Rule 7.4 for the issue of 35,873,957 free-attaching Placement Options to the Placement Participants, as summarised in Section 6.1 above.

8.2 Listing Rule 7.1

A summary of Listing Rule 7.1 is set out in Section 5.2 above.

The issue does not fit within any of the exceptions set out in Listing Rule 7.2 and, as it has not yet been approved by Shareholders, it effectively uses up part of the 15% limit in Listing Rule 7.1, reducing the Company's capacity to issue further equity securities without Shareholder approval under Listing Rule 7.1 for the 12 month period following the date of the issue.

8.3 Listing Rule 7.4

A summary of Listing Rule 7.4 is set out in Section 5.3 above.

The Company wishes to retain as much flexibility as possible to issue additional equity securities in the future without having to obtain Shareholder approval for such issues under Listing Rule 7.1. Accordingly, the Company is seeking Shareholder ratification pursuant to Listing Rule 7.4 for the issue.

8.4 Technical information required by Listing Rule 14.1A

If this Resolution is passed, the issue will be excluded in calculating the Company's 15% limit in Listing Rule 7.1, effectively increasing the number of equity securities the Company can issue without Shareholder approval over the 12 month period following the date of the issue.

If this Resolution is not passed, the issue will be included in calculating the Company's 15% limit in Listing Rule 7.1, effectively decreasing the number of equity securities that the

Company can issue without Shareholder approval over the 12 month period following the date of the issue.

8.5 Technical information required by Listing Rules 7.4 and 7.5

REQUIRED INFORMATION	DETAILS
Names of persons to whom Securities were issued or the basis on which those persons were identified/selected	The Placement Participants. The Company confirms that no Material Persons were issued more than 1% of the issued capital of the Company.
Number and class of Securities issued	35,873,957 Placement Options were issued.
Terms of Securities	The Placement Options were issued on the terms and conditions set out in Schedule 2.
Date(s) on or by which the Securities were issued.	5 August 2025.
Price or other consideration the Company received for the Securities	The Placement Options were issued at a nil issue price, free-attaching to the Shares issued under the Placement on a one for two basis.
Purpose of the issue, including the intended use of any funds raised by the issue	The purpose of the issue was to incentivise the Placement Participants by offering free-attaching Options to the Shares subscribed for and issued under the Placement.
Summary of material terms of agreement to issue	The Placement Options were not issued under an agreement.
Voting Exclusion Statement	A voting exclusion statement applies to this Resolution.
Compliance	The issue did not breach Listing Rule 7.1.

9. RESOLUTIONS 7 AND 8 – RATIFICATION OF OPTIONS ISSUED TO ACTIV8 AND WALLABI

9.1 General

These Resolutions seek Shareholder ratification for the purposes of Listing Rule 7.4 for the issue of:

(a) 7,500,000 Class A Activ8 Options;

(b) 3,500,000 Class B Activ8 Options; and

(c) 12,666,667 Wallabi Options,

to Activ8 and Wallabi, respectively, in consideration for lead manager and corporate advisory services in relation to the Placement.

9.2 Listing Rule 7.1

A summary of Listing Rule 7.1 is set out in Section 5.2 above.

The issues did not fit within any of the exceptions set out in Listing Rule 7.2 and, as they have not yet been approved by Shareholders, they effectively use up part of the 15% limit in Listing Rule 7.1, reducing the Company's capacity to issue further equity securities without Shareholder approval under Listing Rule 7.1 for the 12 month period following the date of the issues.

9.3 Listing Rule 7.4

A summary of Listing Rule 7.4 is set out in Section 5.3 above.

The Company wishes to retain as much flexibility as possible to issue additional equity securities in the future without having to obtain Shareholder approval for such issues under Listing Rule 7.1. Accordingly, the Company is seeking Shareholder ratification pursuant to Listing Rule 7.4 for the issues.

9.4 Technical information required by Listing Rule 14.1A

If these Resolutions are passed, the issue will be excluded in calculating the Company's 15% limit in Listing Rule 7.1, effectively increasing the number of equity securities the Company can issue without Shareholder approval over the 12 month period following the date of the issue.

If these Resolutions are not passed, the issue will be included in calculating the Company's 15% limit in Listing Rule 7.1, effectively decreasing the number of equity securities that the Company can issue without Shareholder approval over the 12 month period following the date of the issue.

9.5 Technical information required by Listing Rules 7.4 and 7.5

REQUIRED INFORMATION	DETAILS
Names of persons to whom Securities were issued or the basis on which those persons were identified/selected	Wallabi and Activ8.
Number and class of Securities issued	11,000,000 Options were issued to Activ8 and 2,666,667 Options were issued to Wallabi.
Terms of Securities	The Class A Activ8 Options are unlisted Options exercisable at $0.02 and have an expiry date of 31 October 2027. The terms of the Options are detailed in Schedule 2. The Class B Activ8 Options are unlisted Options exercisable at $0.04 and have an expiry date of 31 October 2027. The terms of the Options are detailed in Schedule 2. The Wallabi Options are unlisted Options exercisable at $0.03 and have an expiry date of 31 July 2028. The terms of the Options are detailed in Schedule 2.
Date(s) on or by which the Securities were issued.	5 August 2025.
Price or other consideration the Company received for the Securities	The Options were issued at a nil issue price, in consideration for lead manager and corporate advisory services in relation to the Placement.
Purpose of the issue, including the intended use of any funds raised by the issue	The purpose of the issue was to satisfy the Company's obligations under the agreements summarised in Section 6.3 above.
Summary of material terms of agreement to issue	The Options were issued under the agreements summarised in Section 6.3 above.
Voting Exclusion Statement	A voting exclusion statement applies to these Resolutions.
Compliance	The issues did not breach Listing Rule 7.1.

10. RESOLUTION 9 – APPROVAL TO ISSUE SHARES TO RELATED PARTY - STRATOS KAROUSOS STRATOS KAROUSOS

10.1 General

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

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

(b) (**Time Commitments**): Mr Stratos Karousos agreed to attend board meetings, which are proposed to be held every 6 to 8 weeks.

(c) (**Remuneration**): The Company agreed to pay Mr Karousos a base cash fee of $5,000.00 per month, payable monthly in arrears, and a base Share fee equal to $40,000 per annum (**Karousos Share Fee**). The parties agreed that the Karousos Share Fee would be based on the Company's volume weighted average price of Shares (**VWAP**) over the applicable financial year.

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

In accordance with the Appointment Letter, the number of Shares to be issued in lieu of the outstanding Karousos Share Fee under the Appointment Letter is to be calculated using the VWAP of the Company's Shares on ASX for the period in respect of which the outstanding fees are owed, in this case being the period from 1 July 2024 to 30 June 2025.

Over this period, the Company's VWAP was $0.013342 per Share. Accordingly, the Company is seeking Shareholder approval for the issue of 2,998,051 Shares, being approximately $40,000 worth of Shares based on the relevant VWAP, to Mr Karousos under Resolution 9.

10.1 Chapter 2E of the Corporations Act

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

(a) obtain the approval of the public company's members in the manner set out in sections 217 to 227 of the Corporations Act; and

(b) give the benefit within 15 months following such approval,

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

The issue constitutes giving a financial benefit to Mr Karousos (the **Related Party**) is a related party of the Company by virtue of being a Director.

The Directors (other than the Related Parties who have a material personal interest in the Resolutions) consider that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in respect of the issue because the agreement to issue the Shares, reached as part of the remuneration package for the Related Party at the time of their respective appointments, was considered reasonable remuneration in the circumstances and was negotiated on an arm's length basis.

10.2 Listing Rule 10.11

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

10.11.1 a related party;

10.11.2 a person who is, or was at any time in the 6 months before the issue or agreement, a substantial (30%+) holder in the company;

10.11.3 a person who is, or was at any time in the 6 months before the issue or agreement, a substantial (10%+) holder in the company and who has nominated a director to the board of the company pursuant to a relevant agreement which gives them a right or expectation to do so;

10.11.4 an associate of a person referred to in Listing Rules 10.11.1 to 10.11.3; or

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

unless it obtains the approval of its shareholders.

The issues fall within Listing Rule 10.11.1 and does not fall within any of the exceptions in Listing Rule 10.12. They therefore requires the approval of Shareholders under Listing Rule 10.11.

10.3 Technical information required by Listing Rule 14.1A

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

If this Resolution is not passed, the Company will not be able to proceed with the issue and the Company will be required to satisfy the respective payments through a cash payment to the Director.

10.4 Technical Information required by Listing Rule 10.13

REQUIRED INFORMATION	DETAILS
Name of the person to whom Securities will be issued	Stratos Karousos (or their nominees).
Categorisation under Listing Rule 10.11	The Related Party fall within the category set out in Listing Rule 10.11.1 as he is a related party of the Company by virtue of being a Director. Any nominee(s) of the Related Party who receives Securities may constitute 'associates' for the purposes of Listing Rule 10.11.4.
Number of Securities and class to be issued	2,998,051 Shares to Mr Karousos.
Terms of Securities	The Shares will be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares.
Date(s) on or by which the Securities will be issued	The Company expects to issue the Securities within 5 Business Days of the Meeting. In any event, the Company will not issue any Securities later than one month after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules).
Price or other consideration the Company will receive for the Securities	The Shares will be issued at a nil issue price, in consideration for Mr Karousos' services as a non-executive Director and the Chair of the Company. The deemed issue price of the Shares is $0.013342 per Share.

<table>
<tr><th>REQUIRED INFORMATION</th><th>DETAILS</th></tr>
<tr><td>Remuneration package</td><td>
<table>
<tr><th>RELATED PARTY</th><th>CURRENT FINANCIAL YEAR</th><th>PREVIOUS FINANCIAL YEAR</th></tr>
<tr><td>Stratos Karousos</td><td>$100,000[2]</td><td>$100,000[1]</td></tr>
</table>
Notes:
1. Comprising fees paid in cash of $60,000.00 and fees to be paid in Shares to the value of $40,000 (Resolution 9) for the period commencing 1 July 2024 and ending 30 June 2025.
2. Comprising fees to be paid in cash of $60,000 and fees to be paid in Shares to the value of $40,000.
</td></tr>
<tr><td>Purpose of the issue, including the intended use of any funds raised by the issue</td><td>The purpose of the issue is to incentivise the Related Party and to satisfy the Company's obligations under the Appointment Letter.</td></tr>
<tr><td>Summary of material terms of agreement to issue</td><td>The Appointment Letter is summarised in Section 10.1 above.</td></tr>
<tr><td>Voting exclusion statement</td><td>A voting exclusion statement applies to this Resolution.</td></tr>
<tr><td>Voting prohibition statement</td><td>A voting prohibition statement applies to this Resolution.</td></tr>
</table>

11. RESOLUTION 10 – APPROVAL OF 7.1A MANDATE

11.1 General

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

A summary of Listing Rule 7.1 is set out in Section 5.2 above.

Under Listing Rule 7.1A, an Eligible Entity may seek shareholder approval by way of a special resolution passed at its annual general meeting to increase this 15% limit by an extra 10% to 25% (**7.1A Mandate**). An Eligible Entity means an entity which is not included in the S&P/ASX 300 Index and has a market capitalisation of $300,000,000 or less. As of the date of this Notice, the Company's market capitalisation is $33,020,084. The Company is therefore an Eligible Entity.

11.2 Technical information required by Listing Rule 14.1A

For this Resolution to be passed, at least 75% of votes cast by Shareholders present and eligible to vote at the Meeting must be cast in favour of the Resolution.

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

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

11.3 Technical information required by Listing Rule 7.1A

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

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

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

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

(ii) the time and date of the Company's next annual general meeting; and

(iii) the time and date of approval by Shareholders of any transaction under Listing Rule 11.1.2 (a significant change in the nature or scale of activities) or Listing Rule 11.2 (disposal of the main undertaking).

(b) **Minimum Price**

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

(i) the date on which the price at which the Equity Securities are to be issued is agreed by the entity and the recipient of the Equity Securities; or

(ii) if the Equity Securities are not issued within 10 trading days of the date in Section 11.3(b)(i), the date on which the Equity Securities are issued.

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

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

(i) continued development and growth of SportsHero's business;

(ii) product development and future enhancements to the Company's apps and/or predictor(s);

(iii) market development and expansion into new sports and/or new jurisdictions;

(iv) marketing and user acquisition, with a particular focus on user retention and engagement;

(v) expansion of our team to enhance and develop content, features and products;

(vi) advertising and promotion costs;

(vii) administration and operating costs; and

(viii) general working capital.

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

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

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

The table below shows the dilution of existing Shareholders calculated in accordance with the formula outlined in Listing Rule 7.1A.2, on the basis of the closing market price of Shares and the number of Equity Securities on issue as at 17 October 2025.

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

Number of Shares on Issue (Variable A in ASX Listing Rule 7.1A.2)		Dilution			
		Shares issued – 10% voting dilution	Issue Price		
			$0.021	$0.041	$0.062
			50% decrease	Issue Price	50% increase
			Funds Raised		
Current	805,367,899	80,536,789	$1,691,272	$3,302,008	$4,993,280
50% increase	1,208,051,849	120,805,184	$2,536,908	$4,953,012	$7,489,921
100% increase	1,610,735,798	161,073,579	$3,382,545	$6,604,016	$9,986,561

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

The table above uses the following assumptions:

1. There are currently 805,367,899 Shares currently on issue.
2. The issue price set out above is the closing market price of the Shares on the ASX on 17 October 2025 (being $0.041).
3. The Company issues the maximum possible number of Equity Securities under the 7.1A Mandate.
4. The total number of Equity Securities issued or agreed to be issued under Listing Rule 7.1A.2 in the 12 months preceding the date of the Meeting was 71. million Shares (refer Section 5.1(i)).
5. The issue of Equity Securities under the 7.1A Mandate consists only of Shares. It is assumed that no options are exercised or performance rights converted into Shares before the date of issue of the Equity Securities.
6. The calculations above do not show the dilution that any one particular Shareholder will be subject to. All Shareholders should consider the dilution caused to their own shareholding depending on their specific circumstances.
7. This table does not set out any dilution pursuant to approvals under Listing Rule 7.1 unless otherwise disclosed.
8. The 10% voting dilution reflects the aggregate percentage dilution against the issued share capital at the time of issue. This is why the voting dilution is shown in each example as 10%.
9. The table does not show an example of dilution that may be caused to a particular Shareholder by reason of placements under the 7.1A Mandate, based on that Shareholder's holding at the date of the Meeting.

Shareholders should note that there is a risk that:

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

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

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

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

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

(i) the purpose of the issue;

(ii) alternative methods for raising funds available to the Company at that time, including, but not limited to, an entitlement issue, share purchase plan, placement or other offer where existing Shareholders may participate;

(iii) the effect of the issue of the Equity Securities on the control of the Company;

(iv) the circumstances of the Company, including, but not limited to, the financial position and solvency of the Company;

(v) prevailing market conditions; and

(vi) advice from corporate, financial and broking advisers (if applicable).

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

The Company previously obtained approval from its Shareholders pursuant to Listing Rule 7.1A at its annual general meeting held on 29 November 2024 (**Previous Approval**).

During the 12-month period preceding the date of the Meeting, the Company issued 71.7 million Shares pursuant to the Previous Approval.

During the 12-month period preceding the date of the Meeting, being on and from 29 November 2024, the Company issued 71,747,914 Shares to the Previous Approval (**Previous Issue**), which represent approximately 8.7% of the total diluted number of Equity Securities on issue in the Company on 29 November 2024.

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

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

Date of Issue and Appendix 2A	Date of Issue: 5 August 2025 Date of Appendix 2A: 5 August 2025
Number and Class of Equity Securities Issued	71,747,914 Shares[2]
Issue Price and discount to Market Price[1] (if any)	$0.023 per Share (at a discount 18% to Market Price).
Recipients	Professional and sophisticated investors as part of a placement announced on 30 July 2025. None of the participants in the placement were material investors that are required to be disclosed under ASX Guidance Note 21.
Total Cash Consideration and Use of Funds	Amount raised: $1.65 million Amount spent: Nil Use of funds: [4] Funds raised will be used to accelerate gaming/publisher distributorships, expand telco partnerships in both existing and new countries within the SE Asian region. Repayment of approximately $320,000 of drawn down debt facility. Ongoing administration and working capital requirements. Amount remaining: Nil Proposed use of remaining funds:[4] Refer above.

Notes:

1. Market Price means the closing price of Shares on ASX (excluding special crossings, overnight sales and exchange traded option exercises). For the purposes of this table the discount is calculated on the Market Price on the last trading day on which a sale was recorded prior to the date of issue of the relevant Equity Securities.
2. Fully paid ordinary shares in the capital of the Company, ASX Code: SHO (terms are set out in the Constitution).

3. This is a statement of current intentions as at the date of this Notice. As with any budget, intervening events and new circumstances have the potential to affect the manner in which the funds are ultimately applied. The Board reserves the right to alter the way the funds are applied on this basis.

11.4 Voting exclusion statement

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

GLOSSARY

$ means Australian dollars.

7.1A Mandate has the meaning given to that term in Section 11.1.

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

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

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

Board means the current board of directors of the Company.

Chair means the chair of the Meeting.

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

(a) a spouse or child of the member;

(b) a child of the member's spouse;

(c) a dependent of the member or the member's spouse;

(d) anyone else who is one of the member's family and may be expected to influence the member, or be influenced by the member, in the member's dealing with the entity;

(e) a company the member controls; or

(f) a person prescribed by the Corporations Regulations 2001 (Cth) for the purposes of the definition of 'closely related party' in the Corporations Act.

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

Constitution means the Company's constitution.

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

Directors means the current directors of the Company.

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

Explanatory Statement means the explanatory statement accompanying the Notice.

Group means the Company and its subsidiaries.

Key Management Personnel has the same meaning as in the accounting standards issued by the Australian Accounting Standards Board and means those persons having authority and responsibility for planning, directing and controlling the activities of the Company, or if the Company is part of a consolidated entity, of the consolidated entity, directly or indirectly, including any director (whether executive or otherwise) of the Company, or if the Company is part of a consolidated entity, of an entity within the consolidated group.

Listing Rules means the Listing Rules of ASX.

Material Persons means a related party of the Company, member of the Key Management Personnel, substantial holder of the Company, adviser of the Company or associate of any of these parties.

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

Proxy Form means the proxy form accompanying the Notice.

Remuneration Report means the remuneration report set out in the Director's report section of the Company's annual financial report for the year ended 30 June 2025.

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

Schedule means a schedule to this Notice.

Section means a section of the Explanatory Statement.

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

Shareholder means a registered holder of a Share.

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

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

VWAP means volume weighted average price.

SCHEDULE 1 – TERMS AND CONDITIONS OF PERFORMANCE RIGHTS

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

(a) **Milestones**

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

TRANCHE	NUMBER OF PERFORMANCE RIGHTS	MILESTONE
Class A Performance Rights	1,000,000	Upon achieving 10,000 monthly subscribers to the IGV Family Game Pass product.
Class B Performance Rights	2,000,000	Upon achieving 20,000 monthly subscribers to the IGV Family Game Pass product.
Class C Performance Rights	2,000,000	Upon achieving 50,000 monthly subscribers to the IGV Family Game Pass product.
Class D Performance Rights	5,000,000	Upon achieving 100,000 monthly subscribers to the IGV Family Game Pass product.
Class E Performance Rights	3,000,000	Upon securing an esports commercial partnership with PSSI, Indonesia's Football Association with any one of the Company's esports digital products.
Class F Performance Rights	5,000,000	Upon securing a partnership with any of the major telco companies in Southeast Asia, excluding Indonesia for any of the Company's digital products.

(b) **Notification to holder**

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

(c) **Conversion**

Subject to paragraph (k), upon vesting, each Performance Right will, at the election of the holder, convert into one Share.

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

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

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

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

(e) **Consideration**

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

(f) **Share ranking**

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

(g) **Application to ASX**

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

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

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

(i) issue the number of Shares required under these terms and conditions in respect of the number of Performance Rights converted;

(ii) if required, give ASX a notice that complies with section 708A(5)(e) of the Corporations Act, or, if the Company is unable to issue such a notice, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors; and

(iii) if admitted to the Official List of ASX at the time, apply for official quotation on ASX of Shares issued pursuant to the conversion of the Performance Rights.

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

(i) **Transfer of Performance Rights**

The Performance Rights are not transferable.

(j) **Participation in new issues**

A Performance Right does not entitle a holder (in their capacity as a holder of a Performance Right) to participate in new issues of capital offered to holders of Shares such as bonus issues and entitlement issues without exercising the Performance Right.

(k) **Reorganisation of capital**

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

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

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

(m) **Dividend and voting rights**

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

(n) **Change in control**

Subject to paragraph (o), upon:

(i) a bona fide takeover bid under Chapter 6 of the Corporations Act having been made in respect of the Company and:

(A) having received acceptances for not less than 50.1% of the Company's Shares on issue; and

(B) having been declared unconditional by the bidder; or

(ii) a Court granting orders approving a compromise or arrangement for the purposes of or in connection with a scheme for the reconstruction of the Company or its amalgamation with any other company or companies; or

(iii) in any other case, a person obtains Voting Power (as defined in the Corporations Act) in the Company that the Board (which for the avoidance of doubt will comprise those Directors immediately prior to the person acquiring that Voting Power) determines, acting in good faith and in accordance with their fiduciary duties, is sufficient to control the composition of the Board,

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

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

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

(i) holders may give written notification to the Company if they consider that the conversion of a Performance Right may result in the contravention of the General Prohibition. The absence of such written notification from the holder will entitle the Company to assume the conversion of a Performance Right will not result in any person being in contravention of the General Prohibition; and

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

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

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

(q) **Rights on winding up**

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

(r) **ASX Listing Rule compliance**

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

(s) **No other rights**

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

SCHEDULE 2 – OPTION TERMS AND CONDITIONS

1.	**Entitlement**	Each Option entitles the holder to subscribe for one Share upon exercise of the Option.
2.	**Exercise Price**	Subject to paragraph 9, the amount payable upon exercise of each Option will be: (a) Placement Options and Wallabi Options– $0.03; (b) Class A Activ8 Options – $0.02; and (c) Class B Activ8 Options – $0.04, (each being an **Exercise Price**).
3.	**Expiry Date**	Each Option will expire at 5:00 pm (AEST) on: (a) Placement Options – 31 July 2026; (b) Activ8 Options – 31 October 2027; and (c) Wallabi Options – 31 July 2028, (each being an **Expiry Date**). An Option not exercised before the Expiry Date will automatically lapse on the Expiry Date
4.	**Exercise Period**	The Options are exercisable at any time on or prior to the Expiry Date (**Exercise Period**).
5.	**Exercise Notice**	The Options may be exercised during the Exercise Period by notice in writing to the Company in the manner specified on the Option certificate (**Exercise Notice**) and payment of the Exercise Price for each Option being exercised in Australian currency by electronic funds transfer or other means of payment acceptable to the Company.
6.	**Exercise Date**	An Exercise Notice is only effective on and from the later of the date of receipt of the Exercise Notice and the date of receipt of the payment of the Exercise Price for each Option being exercised in cleared funds (**Exercise Date**).
7.	**Timing of issue of Shares on exercise**	Within five business days after the Exercise Date, the Company will: (a) issue the number of Shares required under these terms and conditions in respect of the number of Options specified in the Exercise Notice and for which cleared funds have been received by the Company; (b) if required, give ASX a notice that complies with section 708A(5)(e) of the *Corporations Act 2001* (Cth) (**Corporations Act**), or, if the Company is unable to issue such a notice, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors; and (c) if admitted to the official list of ASX at the time, apply for official quotation on ASX of Shares issued pursuant to the exercise of the Options. If a notice delivered under 7(b) for any reason is not effective to ensure that an offer for sale of the Shares does not require disclosure to investors, the Company must, no later than 20 Business Days after becoming aware of such notice being ineffective, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the

		Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors.
8.	**Shares issued on exercise**	Shares issued on exercise of the Options rank equally with the then issued shares of the Company.
9.	**Reorganisation**	If there is a reorganisation of the issued share capital of the Company (including any subdivision, consolidation, reduction, return or cancellation of such issued capital of the Company), the rights of the holder will be changed to the extent necessary to comply with the ASX Listing Rules applicable to a reorganisation of capital at the time of the reorganisation.
10.	**Participation in new issues**	There are no participation rights or entitlements inherent in the Options and holders will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Options without exercising the Options.
11.	**Change in exercise price**	An Option does not confer the right to a change in Exercise Price or a change in the number of underlying securities over which the Option can be exercised.
12.	**Transferability**	The Options are transferable subject to any restriction or escrow arrangements imposed by ASX or under applicable Australian securities laws.

ANNEXURE A – NOMINATION OF AUDITOR LETTER

SportsHero Limited (ACN 123 423 987)
22 Glenview Road
Mt Ku-ring-gai NSW 2050

I, Tom Lapping, being a member of SportsHero Limited (ACN 123 423 987) (**Company**), nominate Hall Chadwick (NSW) Pty Ltd in accordance with section 328B(1) of the *Corporations Act 2001* (Cth) (**Corporations Act**) to fill the office of auditor of the Company.

Please distribute copies of this notice of this nomination as required by section 328B(3) of the Corporations Act.

Signed and dated:



Tom Lapping

17 October 2025