
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: Thursday, 26 November 2026
PLACE: The offices of 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 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 24 November 2026.

BUSINESS OF THE MEETING

AGENDA

1. FINANCIAL STATEMENTS AND REPORTS

To receive and consider the annual financial report of the Company for the financial year ended 30 June 2026 together with the declaration of the Directors, the Directors' report, the Remuneration Report and the auditor's report.

2. 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 2026."

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

3. RESOLUTION 2 – RE-ELECTION OF DIRECTOR – 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 purpose of clause 14.2 of the Constitution, Listing Rule 14.5 and for all other purposes, Mr Stratos Karousos, a Director, retires by rotation, and being eligible, is re-elected as a Director."

4. RESOLUTION 3 – RATIFICATION OF ISSUE OF SHARES TO MR DUANE MUTU

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 2,000,000 Shares to Mr Duane Mutu (or his nominee(s)) on the terms and conditions set out in the Explanatory Statement."

5. RESOLUTION 4 – 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 564,175 Shares to Mr Stratos Karousos (or his nominee(s)) on the terms and conditions set out in the Explanatory Statement."

6. RESOLUTION 5 – 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 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."

7. RESOLUTION 6 – AMENDMENT TO CONSTITUTION – PROPORTIONAL TAKEOVER PROVISIONS

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

"That, for the purposes of sections 136(2) and 648G of the Corporations Act and for all other purposes, approval is given for the Company to amend its Constitution by inserting the proportional takeover approval provisions in the form set out in Schedule 1 as clause 36 of the Constitution."

Dated: 28 October 2026

Voting Prohibition Statements

Resolution 1 – Adoption of Remuneration Report	In accordance with sections 250BD(2) and 250R of the Corporations Act, a vote on this Resolution must not be cast: (a) by or on behalf of a member of the Key Management Personnel, details of whose remuneration are included in the Remuneration Report, or a Closely Related Party of such a member, regardless of the capacity in which the vote is cast; or (b) as a proxy by a member of the Key Management Personnel at the date of the Meeting, or their Closely Related Parties. 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.
Resolution 4 – Approval to issue Shares to Mr Stratos Karousos	In accordance with section 250BD of the Corporations Act, 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.

Voting Exclusion Statements

In accordance with Listing Rule 14.11, the Company will disregard any votes cast in favour of the Resolution set out below by or on behalf of the following persons:

Resolution 3 – Ratification of issue of Shares to Mr Duane Mutu	Mr Duane Mutu (or his nominee(s)) or any other person who participated in the issue or an associate of that person or those persons.
Resolution 4 – Approval to issue Shares to Mr Stratos Karousos	Mr Stratos Karousos (or his nominee(s)) and any other 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 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.

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 or more votes may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If the Shareholder appoints two 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, 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 please do not hesitate to contact the Company Secretary on +61 419 255 305.

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 2026 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 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 Meeting.

2.4 Voting prohibition statement

A voting prohibition statement applies to this Resolution.

3. RESOLUTION 2 – RE-ELECTION OF DIRECTOR – MR STRATOS KAROUSOS

3.1 General

Listing Rule 14.5 provides that an entity which has directors must hold an election of directors at each annual general meeting.

The Constitution sets out the requirements for determining which Directors are to retire by rotation at an annual general meeting.

Mr Karousos, who has held office without re-election since 29 November 2024 and being eligible retires by rotation and seeks re-election.

Further information in relation to Mr Karousos is set out below.

3.2 Qualifications, experience and other material directorships

Qualifications, experience and other material directorships	Mr Karousos is the holder of a Bachelor of Laws (University of Technology, Sydney) and Master of Commerce (University of New South Wales). Mr Karousos is an experienced director and senior executive with deep corporate and legal experience gained mostly in Australia, Asia, Europe and the United States. Stratos is currently the Non-Executive Director and Chairman of document automation and AI company Tensis, Chief Commercial Officer of productivity tool and workflow group espresso Displays and the Chief Strategy Officer of aquaculture and agriculture biotechnology group Genics. He has previously held positions as non-executive director of ASX listed technology companies (including Nightingale Intelligence Systems (ASX:NGL)), CEO and director of an ASX listed company and has held senior roles in global organisations (including Baker McKenzie).
Term of office	Mr Karousos has served as a Director since 13 October 2022 and was last re-elected on 29 November 2024.
Independence	If re-elected, the Board considers that Mr Karousos will be an independent Director.
Board recommendation	Having received an acknowledgement from Mr Karousos that they will have sufficient time to fulfil their responsibilities as a Director and having reviewed the performance of Mr Karousos since their appointment to the Board and the skills, knowledge, experience and capabilities required by the Board, the Directors (other than Mr Karousos) recommend that Shareholders vote in favour of this Resolution.

3.3 Technical information required by Listing Rule 14.1A

If this Resolution is passed, Mr Karousos will be re-elected to the Board as non-executive Director and Chair of the Company.

If this Resolution is not passed, Mr Karousos will not continue in his role as non-executive Director and Chair of the Company. The Company may seek nominations or otherwise identify suitably qualified candidates to join the Board. As an additional consequence, this may detract from the Board and the Company's ability to execute on its strategic vision.

4. RESOLUTION 3 – RATIFICATION OF ISSUE OF SHARES TO MR DUANE MUTU

4.1 Background

On 9 July 2026, the Company announced the appointment of Mr Duane Mutu as Gaming and Product Strategy Advisor to the Company under an advisory agreement which provided for the issue of up to 8,000,000 Shares to Mr Mutu upon the achievement of performance milestones linked to the Company's commercial outcomes.

On 4 September 2026, the Company announced that Mr Mutu had been appointed as the Company's Vice President of Business Development and Gaming under an employment agreement (**Employment Agreement**). The performance milestones under the advisory agreement were carried over into the Employment Agreement.

The performance milestones under the Employment Agreement, and the number of Shares issuable upon achievement of each milestone, are summarised below.

PERFORMANCE HURDLE	ENTITLEMENT
Upon achieving \$2.5 million revenue in any 6-month period	1,000,000 fully paid ordinary shares
Upon achieving EBIT of \$1.0 million in any 6-month period	1,000,000 fully paid ordinary shares
Upon achieving \$7.5 million revenue in any 6-month period	2,500,000 fully paid ordinary shares
Secure Tier 1 Game Publisher Partnerships (up to 5) Upon the Company executing a binding commercial agreement (distribution, publishing, licensing, or platform integration agreement) with a Tier 1 Game Publisher, as defined below, resulting in the publisher's game(s) or content being made available for distribution, monetisation, or promotion via the HeroPlay platform. A Tier 1 Game Publisher means a game publisher or developer that, as at the date of execution of the relevant agreement, satisfies at least one of the following: (a) generated global annual gaming revenue of no less than USD 100 million in its most recently completed financial year (per publicly available financial statements, Sensor Tower, data.ai, or Newzoo reporting); (b) is listed on a recognised stock exchange with a market capitalisation exceeding USD 500 million; (c) has at least one title ranked in the global Top 50 grossing mobile games (per Sensor Tower or data.ai) in the 12 months preceding execution; or (d) is otherwise resolved by the Board, by majority vote prior to execution of the relevant agreement, to be of equivalent strategic or commercial significance to the Company's Southeast Asian market strategy, notwithstanding that it may not satisfy paragraphs (a) to (c).	500,000 fully paid ordinary shares per Tier 1 Game Publisher, up to a maximum of 2,500,000 fully paid ordinary shares
Upon the Company executing a binding supply or reseller agreement with a Voucher Supplier, as defined below, enabling the Company to sell Premium Brand Digital Vouchers directly to consumers via the Company's own digital web store. A Voucher Supplier means a distributor, aggregator, or brand owner able to supply digital vouchers, gift cards, game credits, or top-ups to the Company on wholesale or reseller terms for resale via the Company's own digital web store. A Premium Brand Digital Voucher means a digital gift card, prepaid voucher or top-up credit for a globally recognised consumer brand or platform, being a brand with active consumer demand and broad retail recognition in the Company's target markets.	1,000,000 fully paid ordinary shares

PERFORMANCE HURDLE	ENTITLEMENT
This milestone is met only once the relevant supply or reseller agreement(s) collectively enable the Company to offer at least 3 Premium Brand Digital Vouchers.	

On 9 October 2026, the Company announced that the Board had determined that the following milestones had been achieved, and that 2,000,000 Shares were to be issued to Mr Mutu in satisfaction of those milestones:

- (a) entering into two Tier 1 Game Partnership agreements; and
- (b) entering into one voucher Supplier agreement.

The Shares were issued on 12 October 2026 at a deemed issue price of \$0.049 per Share, for a total deemed value of \$98,000.

4.2 General

This Resolution seeks Shareholder ratification for the purposes of Listing Rule 7.4 for the issue of 2,000,000 Shares to Mr Mutu (or his nominee(s)) on 12 October 2026 in satisfaction of the performance milestones described in Section 4.1. The Shares were issued pursuant to the Company's capacity under Listing Rule 7.1.

4.3 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.

4.4 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.

4.5 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.

4.6 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	The Shares were issued to Mr Duane Mutu, the Company's Vice President of Business Development and Gaming. Mr Mutu is not a related party of the Company.

REQUIRED INFORMATION	DETAILS
which those persons were identified/selected	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	2,000,000 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. The Shares are subject to voluntary escrow for 12 months from the date of issue.
Date(s) on or by which the Securities were issued	12 October 2026.
Price or other consideration the Company received for the Securities	The Shares were issued at a nil issue price in satisfaction of the performance milestones achieved by Mr Mutu under the Employment Agreement. The deemed issue price of the Shares was \$0.049 per Share.
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 Employment Agreement in respect of the performance milestones achieved by Mr Mutu and to incentivise Mr Mutu to drive further growth for the Company. No funds were raised from the issue.
Summary of material terms of agreement to issue	The Shares were issued under the Employment Agreement, the material terms of which (so far as they relate to the issue of Shares) are summarised in Section 4.1.
Voting exclusion statement	A voting exclusion statement applies to this Resolution.
Compliance	The issue did not breach Listing Rule 7.1.

5. RESOLUTION 4 – APPROVAL TO ISSUE SHARES TO MR STRATOS KAROUSOS

5.1 Background

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 dated 7 October 2022 (**Appointment Letter**). A summary of the material terms and conditions of the Appointment Letter is set out below.

- (a) **(Position/Role)**: the Company agreed to engage Mr Karousos to act as a non-executive Director and Chair of the Company.
- (b) **(Time commitments)**: Mr 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 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 number of Shares to be issued in satisfaction of the Karousos Share Fee would be calculated using the volume weighted average price of Shares on ASX (**VWAP**) over the applicable financial year. If Shareholder approval for the issue of Shares in satisfaction of the Karousos Share Fee is not obtained, the Karousos Share Fee is payable in cash.

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

Shareholders approved the issue of Shares to Mr Karousos in satisfaction of the Karousos Share Fee for the financial year ended 30 June 2025 at the Company's annual general meeting held on 27 November 2025, and 2,998,051 Shares were issued to Mr Karousos on 5 December 2025.

5.2 General

In accordance with the Appointment Letter, the number of Shares to be issued in satisfaction of the Karousos Share Fee for the financial year ended 30 June 2026 is to be calculated using the VWAP of Shares on ASX for the period from 1 July 2025 to 30 June 2026. Over this period, the VWAP of Shares was \$0.0709 per Share.

Accordingly, this Resolution seeks Shareholder approval for the purposes of Listing Rule 10.11 for the issue of 564,175 Shares to Mr Karousos (or his nominee(s)), being approximately \$40,000 worth of Shares based on the VWAP, in satisfaction of the Karousos Share Fee for the financial year ended 30 June 2026.

5.3 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 and Mr Karousos is a related party of the Company by virtue of being a Director.

The Directors (other than Mr Karousos, who has a material personal interest in the Resolution) 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 Mr Karousos' remuneration package at the time of his appointment, constitutes reasonable remuneration in the circumstances for the purposes of section 211 of the Corporations Act and was negotiated on an arm's length basis.

5.4 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 issue falls within Listing Rule 10.11.1 and does not fall within any of the exceptions in Listing Rule 10.12. It therefore requires the approval of Shareholders under Listing Rule 10.11.

5.5 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 issue 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 will be required to satisfy the Karousos Share Fee for the financial year ended 30 June 2026 by a cash payment of \$40,000 to Mr Karousos.

5.6 Technical information required by Listing Rule 10.13

REQUIRED INFORMATION	DETAILS
Name of the person to whom Securities will be issued	The Shares will be issued to Mr Stratos Karousos (or his nominee(s)).
Categorisation under Listing Rule 10.11	Mr Karousos falls 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 Mr Karousos who receive Securities may constitute 'associates' for the purposes of Listing Rule 10.11.4.
Number of Securities and class to be issued	564,175 Shares will be issued.
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 Shares 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 satisfaction of the Karousos Share Fee of \$40,000 for the financial year ended 30 June 2026 payable to Mr Karousos for his services as a non-executive Director and Chair of the Company. The deemed issue price of the Shares is \$0.0709 per Share, being the VWAP of Shares for the period from 1 July 2025 to 30 June 2026.
Purpose of the issue, including the intended use of any funds raised by the issue	The purpose of the issue is to satisfy the Company's obligations under the Appointment Letter in respect of the Karousos Share Fee for the financial year ended 30 June 2026, thereby preserving the Company's cash reserves. No funds will be raised from the issue.
Remuneration package	The current total remuneration package for Mr Karousos is \$100,000, comprising of salary and fees of \$100,000.
Summary of material terms of agreement to issue	The Shares will be issued pursuant to the Appointment Letter, a summary of the material terms of which is set out in Section 5.1.
Voting exclusion statement	A voting exclusion statement applies to this Resolution.
Voting prohibition statement	A voting prohibition statement applies to this Resolution.

6. RESOLUTION 5 – APPROVAL OF 7.1A MANDATE

6.1 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 4.3 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 approximately \$45,619,967. The Company is therefore an Eligible Entity.

6.2 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.

6.3 Technical information required by Listing Rule 7.3A

REQUIRED INFORMATION	DETAILS
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: (a) the date that is 12 months after the date of this Meeting; (b) the time and date of the Company's next annual general meeting; and (c) 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).
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: (a) 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 (b) if the Equity Securities are not issued within 10 trading days of the date in paragraph (a) above, the date on which the Equity Securities are issued.
Use of funds	The Company intends to use funds raised from issues of Equity Securities under the 7.1A Mandate for the development of the Company's current business and general working capital.
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

REQUIRED INFORMATION		DETAILS																																											
		Listing Rule 7.1A.2, on the basis of the closing market price of Shares and the number of Equity Securities on issue or proposed to be issued as at 12 October 2026.																																											
		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.																																											
		<table><tr><th colspan="2" rowspan="4">Number of Shares on Issue (Variable A in Listing Rule 7.1A.2)</th><th rowspan="5">Shares issued – 10% voting dilution</th><th colspan="3">DILUTION</th></tr><tr><th colspan="3">Issue Price</th></tr><tr><th>\$0.025</th><th>\$0.050</th><th>\$0.075</th></tr><tr><th>50% decrease</th><th>Issue Price</th><th>50% increase</th></tr><tr><th colspan="6">Funds Raised</th></tr><tr><td>Current</td><td>912,399,330 Shares</td><td>91,239,933 Shares</td><td>\$2,280,998</td><td>\$4,561,997</td><td>\$6,842,995</td></tr><tr><td>50% increase</td><td>1,368,598,995 Shares</td><td>136,859,899 Shares</td><td>\$3,421,497</td><td>\$6,842,995</td><td>\$10,264,492</td></tr><tr><td>100% increase</td><td>1,824,798,660 Shares</td><td>182,479,866 Shares</td><td>\$4,561,997</td><td>\$9,123,993</td><td>\$13,685,990</td></tr></table>					Number of Shares on Issue (Variable A in Listing Rule 7.1A.2)		Shares issued – 10% voting dilution	DILUTION			Issue Price			\$0.025	\$0.050	\$0.075	50% decrease	Issue Price	50% increase	Funds Raised						Current	912,399,330 Shares	91,239,933 Shares	\$2,280,998	\$4,561,997	\$6,842,995	50% increase	1,368,598,995 Shares	136,859,899 Shares	\$3,421,497	\$6,842,995	\$10,264,492	100% increase	1,824,798,660 Shares	182,479,866 Shares	\$4,561,997	\$9,123,993	\$13,685,990
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*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 912,399,330 Shares on issue as at the date of this Notice. 2. The issue price set out above is the closing market price of the Shares on the ASX on 12 October 2026 (being \$0.05) (Issue Price). The Issue Price at a 50% increase and 50% decrease are each rounded to three decimal places prior to the calculation of the funds raised. 3. The Company issues the maximum possible number of Equity Securities under the 7.1A Mandate. 4. The Company has not issued any Equity Securities in the 12 months prior to the Meeting that were not issued under an exception in Listing Rule 7.2 or with approval under Listing Rule 7.1. 5. The issue of Equity Securities under the 7.1A Mandate consists only of Shares. It is assumed that no Options are exercised into Shares before the date of issue of the Equity Securities. If the issue of Equity Securities includes quoted Options, it is assumed that those quoted Options are exercised into Shares for the purpose of calculating the voting dilution effect on existing Shareholders. 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.																																											

REQUIRED INFORMATION	DETAILS								
	Shareholders should note that there is a risk that: (a) the market price for the Company's Shares may be significantly lower on the issue date than on the date of the Meeting; and (b) 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.								
Allocation policy under 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: (a) the purpose of the issue; (b) 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; (c) the effect of the issue of the Equity Securities on the control of the Company; (d) the circumstances of the Company, including, but not limited to, the financial position and solvency of the Company; (e) prevailing market conditions; and (f) advice from corporate, financial and broking advisers (if applicable).								
Previous approval under Listing Rule 7.1A.2	The Company previously obtained approval from its Shareholders pursuant to Listing Rule 7.1A at its annual general meeting held on 27 November 2025 (Previous Approval). During the 12-month period preceding the date of the Meeting, being on and from 26 November 2025, the Company issued 53,333,335 Shares pursuant to the Previous Approval (Previous Issue), which represent approximately 5.78% of the total diluted number of Equity Securities on issue in the Company on 26 November 2025, which was 922,234,611. 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: <table border="1" data-bbox="662 1713 1385 2103"> <tr> <td data-bbox="662 1713 874 1794">Date of Issue and Appendix 2A</td><td data-bbox="874 1713 1385 1794"> Date of Issue: 23 February 2026 Date of Appendix 2A: 23 February 2026 </td></tr> <tr> <td data-bbox="662 1794 874 1890">Number and Class of Equity Securities Issued</td><td data-bbox="874 1794 1385 1890">53,333,335 Shares.</td></tr> <tr> <td data-bbox="662 1890 874 2018">Issue Price and discount to Market Price¹ (if any)</td><td data-bbox="874 1890 1385 2018">\$0.075 per Share (at a discount of 16.67% to the Market Price.</td></tr> <tr> <td data-bbox="662 2018 874 2103">Recipients</td><td data-bbox="874 2018 1385 2103">Professional and sophisticated investors as part of a placement announced on 16 February 2026. The placement participants were</td></tr> </table>	Date of Issue and Appendix 2A	Date of Issue: 23 February 2026 Date of Appendix 2A: 23 February 2026	Number and Class of Equity Securities Issued	53,333,335 Shares.	Issue Price and discount to Market Price¹ (if any)	\$0.075 per Share (at a discount of 16.67% to the Market Price.	Recipients	Professional and sophisticated investors as part of a placement announced on 16 February 2026. The placement participants were
Date of Issue and Appendix 2A	Date of Issue: 23 February 2026 Date of Appendix 2A: 23 February 2026								
Number and Class of Equity Securities Issued	53,333,335 Shares.								
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Recipients	Professional and sophisticated investors as part of a placement announced on 16 February 2026. The placement participants were								

REQUIRED INFORMATION	DETAILS
	identified through a bookbuild process, which involved Activ8 Capital Advisors Pty Ltd (Activ8) and Wallabi Group Pty Ltd seeking expressions of interest to participate in the placement from non-related parties of the Company. 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: \$4,000,000.¹³ Amount spent: \$1,425,000 Use of funds: Funds raised under the placement will be applied towards expanding gaming publisher and distributor commercial agreements to enhance the Company's product offering across existing segments, driving sales efforts to secure additional telecommunications partnerships in both existing and new countries in Southeast Asia, increasing direct business to consumer marketing spend for the Company's non-telecommunications funded advertising channels, repaying the Company's existing drawn down debt facility, and the costs of the raise and general working capital. Amount remaining: \$2,575,000 Proposed use of remaining funds:³ continued expansion of gaming publisher and distributor business partnerships and ongoing working capital. 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.
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.

7. RESOLUTION 6 – AMENDMENT TO CONSTITUTION – PROPORTIONAL TAKEOVER PROVISIONS

7.1 General

A proportional takeover bid is a takeover bid where the offer made to each shareholder is only for a proportion of that shareholder's shares.

Pursuant to section 648G of the Corporations Act, an entity may include a provision in its constitution whereby a proportional takeover bid for shares may only proceed after the bid has been approved by a meeting of shareholders held in accordance with the terms set out in the Corporations Act.

In accordance with section 648G(1) of the Corporations Act, such clause will cease to apply at the end of three years from the incorporation of the Company, insertion of the clause or renewal of the clause (as appropriate) unless otherwise specified. When this clause ceases to apply, the constitution will be modified by omitting the clause.

A company may renew its proportional takeover approval provisions in the same manner in which a company can modify its constitution (i.e., by special resolution of shareholders).

The proportional takeover provisions contained in clause 36 of the Constitution are no longer operative as it has been more than three years since they were last approved by Shareholders.

This Resolution is a special resolution which will enable the Company to modify its Constitution by re-inserting proportional takeover provisions into the Constitution in the form of clause 36. The new clause 36 is in the same form as the existing clause 36 (as set out in Schedule 1 of this Notice).

The Company is permitted to seek further Shareholder approval to renew this clause for further periods of up to three years on each occasion.

A copy of the Constitution is available for download from the Company's ASX announcements platform.

7.2 Technical information required by section 648G(5) of the Corporations Act

Overview	A proportional takeover bid is a takeover bid where the offer made to each shareholder is only for a proportion of that shareholder's shares. Pursuant to section 648G of the Corporations Act, the Company is proposing to include in the Constitution a provision whereby a proportional takeover bid for Shares may only proceed after the bid has been approved by a meeting of Shareholders held in accordance with the terms set out in the Corporations Act. This clause will cease to have effect on the third anniversary of the date of the adoption or last renewal of the clause.
Effect of proposed proportional takeover provisions	Where offers have been made under a proportional off-market bid in respect of a class of securities in a company, the registration of a transfer giving effect to a contract resulting from the acceptance of an offer made under such a proportional off-market bid is prohibited unless and until a Resolution to approve the proportional off-market bid is passed.
Reasons for proportional takeover provisions	A proportional takeover bid may result in control of the Company changing without Shareholders having the opportunity to dispose of all their Shares. By making a partial bid, a bidder can obtain practical control of the Company by acquiring less than a majority interest. Shareholders are exposed to the risk of being left as a minority in the Company and the risk of the bidder being able to acquire control of the Company without payment of an adequate control premium. These amended provisions allow Shareholders to decide whether a proportional takeover bid is acceptable in principle, and assist in ensuring that any partial bid is appropriately priced.
Knowledge of any acquisition proposals	As at the date of this Notice, no Director is aware of any proposal by any person to acquire, or to increase the extent of, a substantial interest in the Company.
Review of proportional takeover provisions	The Constitution previously contained proportional takeover provisions which were last approved by Shareholders on 29 November 2019 and ceased to have effect on 29 November 2022. During the period in which those provisions were in effect, no proportional takeover bid was made for Shares. Accordingly, the Directors are not aware of any actual advantages or disadvantages of the provisions for the Directors or Shareholders during that period.
Potential advantages and disadvantages of	The Directors consider that the proportional takeover provisions have no potential advantages or disadvantages for them and

proportional takeover provisions	that they remain free to make a recommendation on whether an offer under a proportional takeover bid should be accepted. The potential advantages of the proportional takeover provisions for Shareholders include: (a) the right to decide by majority vote whether an offer under a proportional takeover bid should proceed; (b) assisting in preventing Shareholders from being locked in as a minority; (c) increasing the bargaining power of Shareholders which may assist in ensuring that any proportional takeover bid is adequately priced; and (d) each individual Shareholder may better assess the likely outcome of the proportional takeover bid by knowing the view of the majority of Shareholders which may assist in deciding whether to accept or reject an offer under the takeover bid. The potential disadvantages of the proportional takeover provisions for Shareholders include: (a) proportional takeover bids may be discouraged; (b) lost opportunity to sell a portion of their Shares at a premium; and (c) the likelihood of a proportional takeover bid succeeding may be reduced.
Recommendation of the Board	The Directors do not believe the potential disadvantages outweigh the potential advantages of adopting the proportional takeover provisions and as a result consider that the proportional takeover provision are in the interest of Shareholders and unanimously recommend that Shareholders vote in favour of this Resolution.

7.3 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 Constitution will be amended to include the proportional takeover provisions set out in Schedule 1, which will apply for a period of three years from the date of the Meeting.

If this Resolution is not passed, the Constitution will not be amended and a proportional takeover bid for Shares may proceed without first being approved by Shareholders.

GLOSSARY

\$ means Australian dollars.

7.1A Mandate has the meaning given in Section 6.1.

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.

Appointment Letter has the meaning given in Section 5.1.

ASIC means the Australian Securities & Investments Commission.

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.

Business Day means Monday to Friday inclusive, except New Year's Day, Good Friday, Easter Monday, Christmas Day, Boxing Day, and any other day that ASX declares is not a business day.

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.

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.

Employment Agreement has the meaning given in Section 4.1.

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.

Issue Price has the meaning given in Section 6.3.

Karousos Share Fee has the meaning given in Section 5.1.

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 means this notice of annual general meeting including the Explanatory Statement and the Proxy Form.

Option means an option to acquire a Share.

Performance Right means a right to acquire a Share subject to satisfaction of performance milestones.

Previous Approval has the meaning given in Section 6.3.

Previous Issue has the meaning given in Section 6.3.

Proxy Form means the proxy form accompanying the Notice.

Remuneration Report means the remuneration report set out in the Directors' report section of the Company's annual financial report for the year ended 30 June 2026.

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.

Security means a Share, Option or Performance Right (as applicable).

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 in Section 2.2.

Spill Resolution has the meaning given in Section 2.2.

Variable A means "A" as set out in the formula in Listing Rule 7.1A.2.

VWAP has the meaning given in Section 5.1.

SCHEDULE 1 – PROPORTIONAL TAKEOVER PROVISIONS

The following clause is proposed to be inserted into the Constitution as clause 36 pursuant to Resolution 6:

36. PARTIAL TAKEOVER PLEBISCITES

36.1 Resolution to Approve Proportional Off-Market Bid

- (a) Where offers have been made under a proportional off-market bid in respect of a class of securities of the Company ("bid class securities"), the registration of a transfer giving effect to a contract resulting from the acceptance of an offer made under the proportional off-market bid is prohibited unless and until a resolution (in this clause 36 referred to as a "prescribed resolution") to approve the proportional off-market bid is passed in accordance with the provisions of this Constitution.
- (b) A person (other than the bidder or a person associated with the bidder) who, as at the end of the day on which the first offer under the proportional off-market bid was made, held bid class securities is entitled to vote on a prescribed resolution and, for the purposes of so voting, is entitled to one vote for each of the bid class securities.
- (c) A prescribed resolution is to be voted on at a meeting, convened and conducted by the Company, of the persons entitled to vote on the prescribed resolution.
- (d) A prescribed resolution that has been voted on is to be taken to have been passed if the proportion that the number of votes in favour of the prescribed resolution bears to the total number of votes on the prescribed resolution is greater than one half, and otherwise is taken to have been rejected.

36.2 Meetings

- (a) The provisions of this Constitution that apply in relation to a general meeting of the Company apply, with modifications as the circumstances require, in relation to a meeting that is convened pursuant to this clause 36.2 as if the last mentioned meeting was a general meeting of the Company.
- (b) Where takeover offers have been made under a proportional off-market bid, the Directors are to ensure that a prescribed resolution to approve the proportional off-market bid is voted on in accordance with this clause 36 before the 14th day before the last day of the bid period for the proportional off-market bid (the "resolution deadline").

36.3 Notice of Prescribed Resolution

Where a prescribed resolution to approve a proportional off-market bid is voted on in accordance with this clause 36 before the resolution deadline, the Company is, on or before the resolution deadline:

- (a) to give the bidder; and
- (b) if the Company is listed – each relevant financial market (as defined in the Corporations Act) in relation to the Company;

a notice in writing stating that a prescribed resolution to approve the proportional off-market bid has been voted on and that the prescribed resolution has been passed, or has been rejected, as the case requires.

36.4 Takeover Resolution Deemed Passed

Where, at the end of the day before the resolution deadline, no prescribed resolution to approve the proportional off-market bid has been voted on in accordance with this clause 36, a resolution to approve the proportional off-market bid is to be, for the purposes of this clause 36, deemed to have been passed in accordance with this clause 36.

36.5 Takeover Resolution Rejected

Where a prescribed resolution to approve a proportional off-market bid under which offers have been made is voted on in accordance with this clause 36 before the resolution deadline, and is rejected, then:

- (a) despite section 652A of the Corporations Act:
 - (i) all offers under the proportional off-market bid that have not been accepted as at the end of the resolution deadline; and
 - (ii) all offers under the proportional off-market bid that have been accepted and from whose acceptance binding contracts have not resulted as at the end of the resolution deadline,are deemed to be withdrawn at the end of the resolution deadline;
- (b) as soon as practicable after the resolution deadline, the bidder must return to each person who has accepted any of the offers referred to in clause 36.5(a)(ii) any documents that were sent by the person to the bidder with the acceptance of the offer;
- (c) the bidder:
 - (i) is entitled to rescind; and
 - (ii) must rescind as soon as practicable after the resolution deadline,each binding takeover contract resulting from the acceptance of an offer made under the proportional off-market bid; and
- (d) a person who has accepted an offer made under the proportional off-market bid is entitled to rescind the takeover contract (if any) resulting from the acceptance.

36.6 Renewal

This clause 36 ceases to have effect on the third anniversary of the date of the adoption or the last renewal of this clause 36.