Form 604

Corporations Act 2001
Section 671B

Notice of change of interests of substantial holder

To Company Name/Scheme PointsBet Holdings Limited

ACN/ARSN ACN 621 179 351

1. Details of substantial holder (1)

Name Nicholas Fahey and Andrew Fahey

ACN/ARSN (if applicable)

There was a change in the interests of the substantial holder on 18/09/2020

The previous notice was given to the company on 12/11/2019

The previous notice was dated 12/11/2019

2. Previous and present voting power

The total number of votes attached to all the voting shares in the company or voting interests in the scheme that the substantial holder or an associate (2) had a relevant interest (3) in when last required, and when now required, to give a substantial holding notice to the company or scheme, are as follows:

Class of securities (4)	Previous notice		Present notice	
	Person's votes	Voting power (5)	Person's votes	Voting power (5)
Fully paid ordinary shares (ORD)	11,562,778	8.19%	11,591,526	6.35%(1)

(1) Based on 182,614,087 shares on issue following the completion of the Placement and Institutional Entitlement Offer announced on 2 September 2020.

3. Changes in relevant interests

Particulars of each change in, or change in the nature of, a relevant interest of the substantial holder or an associate in voting securities of the company or scheme, since the substantial holder was last required to give a substantial holding notice to the company or scheme are as follows:

Date of change	Person whose relevant interest changed	Nature of change (6)	Consideration given in relation to change (7)	Class and number of securities affected	Person's votes affected
18/9/2020	Nicholas Fahey	Conversion on 206,370 ESOP Options to ORD	$7,505	206,370 ORD	206,370
15/9/2020	N J Fahey Pty Ltd <Fahey Family Trust 2>	Purchase of 50,000 shares under the Entitlement Offer	$6.50 per share (total consideration of $325,000)	50,000 ORD	50,000
15/9/2020	Nick Fahey Super Pty Ltd <Nick Fahey Super Fund>	Purchase of 27,854 shares under the Entitlement Offer	$6.50 per share (total consideration of $181,051)	27,854 ORD	27,854
15/9/2020	Nicholas Fahey	Purchase of 21,903 shares under the Entitlement Offer	$6.50 per share (total consideration of $142,369)	21,903 ORD	21,903
16/9/2020	N J Fahey Pty Ltd <Fahey Family Trust 1>	Sale of 30,950 shares on market	$10.57 per share (total consideration of $327,141)	30,950 ORD	30,950
16/9/2020	N J Fahey Pty Ltd <Fahey Family Trust 2>	Sale of 56,918 shares on market	$10.71 per share (total consideration of $609,591)	56,918 ORD	56,918
17/9/2020	Nick Fahey Super Pty Ltd <Nick Fahey Super Fund>	Sale of 100,000 shares on market	$11.69 per share (total consideration of $1,169,000)	100,000 ORD	100,000
17/9/2020	Nicholas Fahey	Sale of 109,850 shares on market	$11.40 per share (total consideration of $1,252,290)	109,850 ORD	109,850

4. Present relevant interests

Particulars of each relevant interest of the substantial holder in voting securities after the change are as follows:

Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder (8)	Nature of relevant interest (6)	Class and number of securities	Person's votes
Nicholas Fahey	Nicholas Fahey	Nicholas Fahey	Registered holder	ORD 260,792	260,792
N J Fahey Pty Ltd <Fahey Family Trust 1>	N J Fahey Pty Ltd <Fahey Family Trust 1>	N J Fahey Pty Ltd <Fahey Family Trust 1>	Relevant interest pursuant to section 608(1) of the Corporations Act, being by reason of having the power to control the exercise of a right to vote and/or dispose of the securities.	ORD 7,753,750	7,753,750
N J Fahey Pty Ltd <Fahey Family Trust 2>	N J Fahey Pty Ltd <Fahey Family Trust 2>	N J Fahey Pty Ltd <Fahey Family Trust 2>	Relevant interest pursuant to section 608(1) of the Corporations Act, being by reason of having the power to control the exercise of a right to vote and/or dispose of the securities.	ORD 3,468,082	3,468,082
Nick Fahey Super Pty Ltd <Nick Fahey Super Fund>	Nick Fahey Super Pty Ltd <Nick Fahey Super Fund>	Nick Fahey Super Pty Ltd <Nick Fahey Super Fund>	Relevant interest pursuant to section 608(1) of the Corporations Act, being by reason of having the power to control the exercise of a right to vote and/or dispose of the securities.	ORD 108,902	108,902
Andrew Fahey	Andrew Fahey	Andrew Fahey	Andrew Fahey has a relevant interest pursuant to section 608(1) of the Corporations Act in the shares held by N J Fahey Pty Limited.	ORD 11,221,832	11,221,832

5. Changes in association

The persons who have become associates (2) of, ceased to be associates of, or have changed the nature of their association (9) with, the substantial holder in relation to voting interests in the company or scheme are as follows:

Name and ACN/ARSN (if applicable)	Nature of association
N/A	N/A

6. Addresses

The addresses of persons named in this form are as follows:

Name	Address
Nicholas Fahey	C/- Level 2, 165 Cremorne Street, Cremorne, VIC 3121
N J Fahey Pty Ltd	C/- Euan Evans, Level 8, 124 Exhibition Street, Melbourne VIC 3000
Nick Fahey Super Pty Ltd	C/- Euan Evans, Level 8, 124 Exhibition Street, Melbourne VIC 3000
Andrew Fahey	C/- Level 2, 165 Cremorne Street, Cremorne, VIC 3121

Signature

print name Nick Fahey capacity Director

sign here *Nick Fahey* date 20/9/2020

DIRECTIONS

(1) If there are a number of substantial holders with similar or related relevant interests (eg. a corporation and its related corporations, or the manager and trustee of an equity trust), the names could be included in an annexure to the form. If the relevant interests of a group of persons are essentially similar, they may be referred to throughout the form as a specifically named group if the membership of each group, with the names and addresses of members is clearly set out in paragraph 6 of the form.

(2) See the definition of "associate" in section 9 of the Corporations Act 2001.

(3) See the definition of "relevant interest" in sections 608 and 671B(7) of the Corporations Act 2001.

(4) The voting shares of a company constitute one class unless divided into separate classes.

(5) The person's votes divided by the total votes in the body corporate or scheme multiplied by 100.

(6) Include details of:

(a) any relevant agreement or other circumstances because of which the change in relevant interest occurred. If subsection 671B(4) applies, a copy of any document setting out the terms of any relevant agreement, and a statement by the person giving full and accurate details of any contract, scheme or arrangement, must accompany this form, together with a written statement certifying this contract, scheme or arrangement; and

(b) any qualification of the power of a person to exercise, control the exercise of, or influence the exercise of, the voting powers or disposal of the securities to which the relevant interest relates (indicating clearly the particular securities to which the qualification applies).

See the definition of "relevant agreement" in section 9 of the Corporations Act 2001.

(7) Details of the consideration must include any and all benefits, money and other, that any person from whom a relevant interest was acquired has, or may, become entitled to receive in relation to that acquisition. Details must be included even if the benefit is conditional on the happening or not of a contingency. Details must be included on any benefit paid on behalf of the substantial holder or its associate in relation to the acquisitions, even if they are not paid directly to the person from whom the relevant interest was acquired.

(8) If the substantial holder is unable to determine the identity of the person (eg. if the relevant interest arises because of an option) write "unknown'".

(9) Give details, if appropriate, of the present association and any change in that association since the last substantial holding notice.

GUIDE

This guide does not form part of the prescribed form and is included by ASIC to assist you in completing and lodging form 604.

Signature

This form must be signed by either a director or a secretary of the substantial holder.

Lodging period

Nil

Lodging Fee

Nil

Other forms to be completed

Nil

Additional information

(a) If additional space is required to complete a question, the information may be included on a separate piece of paper annexed to the form.

(b) This notice must be given to a listed company, or the responsible entity for a listed managed investment scheme. A copy of this notice must also be given to each relevant securities exchange.

(c) The person must give a copy of this notice:

(i) within 2 business days after they become aware of the information; or

(ii) by 9.30 am on the next trading day of the relevant securities exchange after they become aware of the information if:

(A) a takeover bid is made for voting shares in the company or voting interests in the scheme; and

(B) the person becomes aware of the information during the bid period.

Annexures

To make any annexure conform to the regulations, you must

1 use A4 size paper of white or light pastel colour with a margin of at least 10mm on all sides
2 show the corporation name and A.C.N or ARBN
3 number the pages consecutively
4 print or type in BLOCK letters in dark blue or black ink so that the document is clearly legible when photocopied
5 identify the annexure with a mark such as A, B, C, etc
6 endorse the annexure with the words:
This is annexure (mark) of (number) pages referred to in form (form number and title)
7 sign and date the annexure.

The annexure must be signed by the same person(s) who signed the form.

GUIDE