

BetMakers Technology Group Ltd

ACN 164 521 395

ESG Committee Charter

1. Introduction

- 1.1 The environmental, social, and governance (**ESG**) committee is a committee which acts on behalf of the board of directors of BetMakers Technology Group Ltd ACN 164 521 395 (**Company** and, together with its controlled entities, the **Group**) (**ESG Committee**).
- 1.2 This charter sets out the scope of the ESG Committee's responsibilities in relation to the Company and the Group.

2. Objectives

- 2.1 The objectives of the ESG Committee are to carry out the responsibilities delegated by the Board regarding the review and oversight of the Company's goals, policies, procedures, and disclosures related to sustainability and ESG matters as described in this charter.
- 2.2 The ESG Committee will work in conjunction with (and report to) the Audit and Risk Committee to ensure that the Company fulfils its responsibilities related to oversight of the Company's sustainability risks and opportunities and ESG issues.
- 2.3 The Committee shall provide guidance to the Board and/or the Audit and Risk Committee, set directions, and oversee the Company's corporate responsibility programs.

3. ESG Committee composition

- 3.1 Members of the ESG Committee shall be appointed by the Chief Executive Officer of the Company.
- 3.2 All members appointed to the ESG Committee shall have the experience, skills, and knowledge regarding sustainability and ESG matters necessary to carry out the duties and responsibilities of the ESG Committee described in this charter.
- 3.3 The ESG Committee must be of sufficient size and technical expertise to effectively discharge its mandate.
- 3.4 Each member of the ESG Committee shall have an understanding of the industry in which the Group operates.

4. Duties and responsibilities

- 4.1 The responsibilities of the ESG Committee are:
 - (a) to oversee and advise the Board and/or the Audit and Risk Committee on the Company's goals, strategies, and commitments related to sustainability and ESG, including climate risks and opportunities, human rights and human capital management, community and social impact, and diversity and inclusion;
 - (b) to support the Audit and Risk Committee in driving improved audit, compensation, compliance and risk management policies related to the sustainability performance of the Company by:

- (i) monitoring existing risk management processes, to ensure they accurately evaluate and mitigate material ESG risks; and
 - (ii) identifying connections between the Company's financial performance and the effective management of ESG issues;
- (c) to review and oversee the Company's corporate and social responsibility programs;
 - (d) to provide oversight and management of the Company's ESG disclosures and policy documentation, including preparation of the Company's annual ESG report;
 - (e) to review and oversee the policies and procedures used to prepare sustainability and ESG-related statements and disclosures;
 - (f) to monitor the Company's performance relating to its sustainability and ESG goals, strategies, and commitments, including with respect to the Company's sustainability and ESG-related engagement efforts with shareholders and other key stakeholders (including proxy advisory firms, non-governmental organisations and key ratings agencies and providers);
 - (g) to discuss and assess investor views on sustainability and ESG through engagement programs;
 - (h) to review and advise the Board on sustainability and ESG-related proposals;
 - (i) to receive updates from senior executives on matters relating to material sustainability topics (including employee diversity initiatives);
 - (j) to perform any other responsibilities as determined by the ESG Committee from time to time which are consistent with this charter; and
 - (k) to make recommendations to the Audit and Risk Committee and the Board in respect of each of the matters set out above.

5. ESG Committee meetings

5.1 The ESG Committee will meet as often as it considers necessary.

5.2 Board members are entitled to attend ESG Committee meetings at their discretion.

5.3 A quorum for the ESG Committee meeting is three ESG Committee members.

5.4 Except as expressly provided in this charter, the Constitution of the Company, or as otherwise provided by law or the ASX Listing Rules, the ESG Committee may fix its own rules of procedure.

5.5 ESG Committee meetings may be held by any technological means allowing its members to participate in discussions even if all of them are not physically in the same place. A member who is not physically present but participating by technological means is taken to be present.

5.6 The ESG Committee may invite other persons it regards appropriate to attend and contribute to ESG Committee meetings.

6. Minutes of ESG Committee meetings

6.1 The ESG Committee must keep minutes of its meetings.

6.2 Minutes of each ESG Committee meeting must be included in the papers for the next full Board meeting after each meeting of the ESG Committee, except if there is a conflict of interest.

6.3 Minutes must be distributed to all ESG Committee members, after the ESG Committee chairperson has approved them.

6.4 The agenda and supporting papers must be made available to all ESG Committee Members upon request to the ESG Committee secretary, except if there is a conflict of interest.

7. Access to information and independent advice

7.1 The ESG Committee may seek any information or advice it considers necessary to fulfil its responsibilities.

7.2 The ESG Committee has access to the Company's management, to seek explanations and information from them.

7.3 The ESG Committee may seek professional advice from appropriate external advisers, at the Company's cost. The ESG Committee may meet with these external advisers without the Company's management being present.

8. Review and changes to this charter

8.1 The ESG Committee will review this charter annually or as often as it considers necessary.

8.2 The Board may change this charter from time to time by resolution.

9. Approved and adopted

9.1 This charter was approved by the Board on 25 October 2022.