

Notice of Annual General Meeting and Shareholder Information 2007



ABN 59 056 210 774

This notice is for the purpose of providing information to shareholders regarding the Annual General Meeting of eBet Limited at 11.00am on Friday 30 November 2007 to be held at the registered office of the Company (Unit 13, 112-118 Talavera Road, North Ryde NSW 2113).

The Independent Directors of eBet Limited unanimously recommend that you vote **in favour** of all the Resolutions.

This document is important and requires your immediate attention.

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Additional Information

If you have any queries regarding the contents of this notice, or in relation to the Meeting, please contact the Company Secretary, Ian Morgan, on 61 2 8817 4700.

Important Note

You should read this notice carefully and in its entirety before making a decision on how to vote at the Meeting.

No responsibility is taken for the contents of this notice by the Australian Securities and Investments Commission, ASX Limited or any of their officers.

If you do not fully understand the contents of this notice, you should consult your financial or legal adviser for assistance.

A number of defined terms are used in this notice. For their meaning, please refer to Section 2 of Part B of this notice.

A Notice of Annual General Meeting and proxy form accompany this document. Shareholders are urged to complete and return the enclosed proxy form as soon as possible, irrespective of whether they intend to attend the Meeting.

A. NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby give to the Members of eBet Limited (the Company) that the 2007 Annual General Meeting (AGM) will be held at 11.00am on Friday 30 November 2007 at the registered office of the Company (Unit 13, 112-118 Talavera Road, North Ryde NSW 2113).

If you are unable to attend the AGM, we encourage you to complete and return the enclosed proxy form. The completed proxy form must be received by the Company no later than 11.00am on Wednesday 28 November 2007.

Ordinary Business

1. Receipt of Financial Statements

To receive and consider the Company's financial statements and associated reports for the year ended 30 June 2007.

2. Reappointment of Directors

Resolution 1 is to consider and, if thought fit, to pass the following Resolution as an **ordinary resolution**:

"That Michael Hale who retires by rotation and, having offered himself for re-election in accordance with the Constitution of the Company, be re-elected as a Director of the Company."

The Chairman of the Meeting intends to vote undirected proxies in favour of the re-election of Mr Hale.

Resolution 2 is to consider and, if thought fit, to pass the following Resolution as an **ordinary resolution**:

"That, in accordance with the Constitution of the Company, Ian James, a Director appointed since the last Annual General Meeting and eligible to be re-elected, be and is hereby re-elected as a Director of the Company."

The Chairman of the Meeting intends to vote undirected proxies in favour of the election of Mr James.

Special Business

3. Remuneration Report

Resolution 3 is to consider and, if thought fit, to pass the following **non-binding** resolution:

"That the Remuneration Report for the year ended 30 June 2007 be adopted."

The vote on Resolution 3 is advisory only and does not bind the Directors of the Company. However, the Board will take the outcome of the vote into consideration when reviewing the remuneration practices and policies of the Company. The Chairman of the Meeting intends to vote undirected proxies in favour of the adoption of the Remuneration Report.

4. Grant of Vested Options to Anthony Toohey

Resolution 4 is to consider and, if thought fit, to pass the following Resolution as an **ordinary resolution**:

"Pursuant to and in accordance with Listing Rules 7.1 and 10.14 and all other purposes that the grant of up to 750,000 Options to acquire up to 750,000 Shares to Anthony Toohey under the incentive option scheme for Executives known as the 'eBet Executive Share Option Plan' (a summary of the rules of which are annexed as Annexure A to the Explanatory Memorandum accompanying this Notice of Meeting) and otherwise on the terms and conditions set out in that Explanatory Memorandum, is authorised and be approved."

The Chairman of the Meeting intends to vote undirected proxies in favour of the granting of these Options to Mr Toohey.

Without limitation, Listing Rules 7.1 and 10.14 and Section 195 of the Corporations Act are relevant to this Resolution.

The Company will disregard any votes cast on this resolution by:

- a Director of the Company (except one who is ineligible to participate in any employee incentive scheme in relation to the Company); and
- an associate of those persons.

However, the Company will not disregard votes cast if:

- they are cast by a person as a proxy for a person who is entitled to vote in accordance with the direction on the proxy form; or
- they are cast by the person chairing the Meeting as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form to vote as the proxy decides.

5. Grant of Vested Options to Anthony Toohey

Resolution 5 is to consider and, if thought fit, to pass the following Resolution as an **ordinary resolution**:

"Pursuant to and in accordance with Listing Rules 7.1 and 10.14 and all other purposes, that the grant of up to 1,000,000 Options to acquire up to 1,000,000 Shares to Anthony Toohey under the incentive option scheme for Executives known as the 'eBet Executive Share Option Plan' (a summary of the rules of which are annexed as Annexure A to the Explanatory Memorandum accompanying this Notice of Meeting) and otherwise on the terms and conditions set out in that Explanatory Memorandum, is authorised and approved."

The Chairman of the Meeting intends to vote undirected proxies in favour of the granting of these Options to Mr Toohey.

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Without limitation, Listing Rules 7.1 and 10.14 and Section 195 of the Corporations Act are relevant to this Resolution.

The Company will disregard any votes cast on this resolution by:

- a Director of the Company (except one who is ineligible to participate in any employee incentive scheme in relation to the Company); and
- an associate of those persons.

However, the Company need not disregard a vote if:

- it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

6. Approve Granting of Options to Employees Under the Employee Share Option Plan

Resolution 6 is to consider and, if thought fit, to pass the following Resolution as an **ordinary resolution**:

“That, pursuant to and in accordance with Listing Rule 7.2, Exception 9 of the Listing Rules, the Company approve the issue or granting of securities under the incentive option scheme for Employees known as the ‘eBet Employee Share Option Plan’, a summary of the rules of which are annexed as Annexure A to the Explanatory Memorandum accompanying this Notice of Meeting, as an exception to Listing Rule 7.1.

The Company will disregard any votes cast on this resolution by:

- a Director of the Company (except one who is ineligible to participate in any employee incentive scheme in relation to the Company); and
- an associate of those persons.

However, the Company need not disregard a vote if:

- it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

Proxies

A Member entitled to attend and vote at this Meeting is entitled to appoint not more than two proxies to attend and vote in his/her stead.

A proxy need not be a Member.

If the Member appoints two proxies, the Member may specify the proportion or number of votes each proxy is entitled to exercise. If no proportion or number of votes is specified, each proxy may exercise half of the votes. If the specified proportion or number of votes exceeds that which the Member is entitled to, each proxy may exercise half of the Member’s votes. Any fractions of votes brought about by the apportionment of votes to a proxy will be disregarded.

Proxies must be:

- (a) lodged at the registered office of the Company; or
 - (b) received at the fax number specified below; or
 - (c) received by email at the address specified below; and
- not later than 48 hours before the Meeting, that is by 11.00am on 28 November 2007.

The Company’s registered office:

Unit 13, 112–118 Talavera Road, North Ryde NSW 2113

Fax number: 61 2 8817 4770

Email address: investorrelations@ebetgamingsystems.com

A form of proxy is provided with this notice.

Entitlement to Vote

In accordance with Section 1074E(2)(g)(i) of the Corporations Act 2001 and regulation 7.11.37 of the Corporations Regulations, the Company has determined that, for the purposes of the Meeting, all Shares in the capital of the Company will be taken to be held by the persons who held them as registered holders at 5.00pm (Sydney time) on 28 November 2007. Accordingly, Share transfers registered after that time will be disregarded in determining entitlements to attend and vote at the Meeting.

By order of the Board

Ian Morgan

Company Secretary

25 October 2007

B. EXPLANATORY MEMORANDUM

1. Resolutions

1.1 Introduction

This Explanatory Memorandum has been prepared to provide you with material information reasonably required to enable you to make an informed decision on how to vote upon the business to be conducted at the Annual General Meeting.

The purpose of the Annual General Meeting is to consider and, if thought fit, pass the Resolutions.

The Directors recommend that Shareholders read this Explanatory Memorandum, which forms part of the accompanying Notice of Annual General Meeting, before determining whether to support the Resolutions or otherwise.

1.2 Notes to Resolution 4

Resolution 4 authorises the grant of vested Options to Anthony Toohey, a Director, to acquire 750,000 Shares.

The Options may only be exercised if the audited EBITDA of the Company for the year ended 30 June 2007 (after adding back costs associated with the acquisition of Octavian International Limited) exceeds the audited EBITDA of the Company for the year ended 30 June 2006 by at least 10%.

The exercise price for these Options is the volume weighted average price of Shares for the 30 days prior to 1 March 2006 (14.8 cents) and they can be exercised at any time following the release of the Company's audited accounts for the financial year ended 30 June 2007 up until the date three years after their grant.

At the date of the accompanying Notice of Annual General Meeting, these conditions have been achieved and, subject to approval of the granting of these Options at the Meeting, the Options would vest with Mr Toohey.

Except as set out above, the Options will be granted on the same terms and conditions as required by the eBet Executive Share Option Plan.

The Options will be granted as soon as practical after the Meeting and, in any event, within one month after the date of the Meeting, or such later date as may be approved by ASX.

No funds will be raised by the grant of the Options. Funds raised from the exercise of the Options will be applied to meet the working capital requirements of the Company.

Since the last approval, related parties who received securities under the EXOP were Messrs Anthony Toohey (1,000,000) and Russell Scott (137,500). These securities were received for no consideration.

Mr Russell Scott resigned as a Director on 23 March 2007 and now only Mr Anthony Toohey is entitled to participate in the EXOP.

ASX Listing Rule 7.1 provides that without the approval of the Shareholders, the Company must not issue or agree to issue more equity securities if such issue, when aggregated with the securities issued by the Company during the previous 12 months, would be such amount that would exceed 15% of the issued Shares at the commencement of that 12-month period.

Listing Rule 10.14 requires the Company to obtain approval from ordinary Shareholders before issuing equity securities (including Shares and Options to acquire Shares) to a Director or an entity controlled by a Director.

Accordingly, Shareholder approval of Resolution 4 is sought for the purposes of Listing Rule 10.14.

1.3 Notes to Resolution 5

Overview of Options for Anthony Toohey

ASX Listing Rule 7.1 provides that without the approval of the Shareholders, the Company must not issue or agree to issue more equity securities if such issue, when aggregated with the securities issued by the Company during the previous 12 months, would be such amount that would exceed 15% of the issued shares at the commencement of that 12-month period.

Listing Rule 10.14 provides that, unless one of the exceptions to this Listing Rule applies, a listed company must not issue Shares, Options or other securities convertible to Shares to a related party of the Company without the approval of Shareholders.

Accordingly, Shareholder approval of Resolution 5 is sought for the purposes of Listing Rule 7.1 and Listing Rule 10.14.

Resolution 5, if passed, will permit the grant of up to 1,000,000 Options for no consideration to Mr Toohey under the EXOP for the purposes of Listing Rule 10.14.

Since the last approval, related parties who received securities under the EXOP were Messrs Anthony Toohey (1,000,000) and Russell Scott (137,500). These securities were received for no consideration.

Mr Russell Scott resigned as a Director on 23 March 2007 and now only Mr Anthony Toohey is entitled to participate in the EXOP.

Details of any securities issued under the EXOP will be published in each annual report of the Company relating to a period in which securities have been issued, and that approval for the issue of securities was obtained under Listing Rule 10.14.

Any additional persons who become entitled to participate in the EXOP after the resolution was approved and who were not named in this Notice of Meeting will not participate until approval is obtained under Listing Rule 10.14.

B. EXPLANATORY MEMORANDUM

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The Options which are the subject of Resolution 5 will have an exercise price equal to the volume weighted average price of 16.6 cents at which Shares traded on ASX over the 30 days prior to 1 March 2007.

The Options the subject of Resolution 5 will be granted and will become available for exercise on achievement of financial and operational targets as determined by the Board from time to time, referable to performance during the financial year ended 30 June 2008.

The latest date by which an Option will be granted is 30 September 2008.

An Option the subject of Resolution 5 may be exercised at any time within three years from the date that the Option is granted. The latest date an Option may be exercised is 30 September 2011.

Except as set out above, the Options the subject of Resolution 5 will be granted on the same terms and conditions as required by the EXOP. Terms and conditions of the EXOP are included with this Explanatory Memorandum.

The only person referred to in Listing Rule 10.14 who will receive Options under the EXOP under this Resolution 5 is Mr Toohey.

No loan is to be provided by eBet in relation to the acquisition of Options or Shares on exercise of the Options the subject of Resolution 5.

1.4 Notes to Resolution 6

Approve Granting of Options to Employees Under the Employee Share Option Plan

The Directors consider that it is desirable to continue the option plan under which Employees may be offered the opportunity to subscribe for Options to acquire Shares, in order to increase the range of potential incentives available to them and to strengthen links between the Company and its Employees. Accordingly, the Directors have re-adopted the eBet Employee Share Option Plan ("Plan"). The Plan is designed to provide incentives to the Employees and to recognise their contribution to the Company's success.

Under the Company's current circumstances, the Directors consider that the incentives to Employees are a cost-effective and efficient incentive for the Company as opposed to alternative forms of incentives such as cash bonuses or increased remuneration.

To enable the Company to secure Employees who can assist the Company in achieving its objectives, it is necessary to provide remuneration and incentives to such personnel.

The Plan is designed to achieve this objective, by encouraging continued improvement in performance over time and by encouraging personnel to acquire and retain significant shareholdings in the Company.

Shareholder approval is required if any issue of Employee Options pursuant to the Plan is to fall within the exception to the calculation of the 15% limit imposed by Listing Rule 7.1 on the number of securities which may be issued without Shareholder approval.

Accordingly, Shareholder approval is sought for the purposes of Listing Rule 7.2 Exception 9(b) which provides that Listing Rule 7.1 does not apply to an issue of securities under an employee incentive scheme that has been approved by the holders of ordinary securities within three years after the date of approval.

Under the Plan, the Board may offer to eligible persons the opportunity to subscribe for such number of Employee Options in the Company as the Board may decide and on the terms set out in the rules of the Plan, a summary of the rules of the Plan is annexed as Annexure A to this Explanatory Memorandum.

Employee Options granted under the Plan will be offered to participants in the Plan on the basis of the Board's view of the contribution of the eligible person to the Company. In accordance with the requirements of Listing Rule 7.2 Exception 9(b), the following information is provided:

- (a) a copy of the rules of the Plan is attached as Annexure A to the Notice of Meeting;
- (b) no Employee Options have previously been issued under the Plan; and
- (c) a voting exclusion statement has been included for the purposes of Resolution 6.

The Company intends to issue to its Employees a total not exceeding 2,500,000 Options, on the terms set out in the Plan. The exercise price of each Option will be equal to the volume weighted average price at which Shares trade on ASX over the 30 days prior to the Meeting.

These Options will be granted and will become available for exercise on achievement of financial and operational targets as determined by the Board from time to time referable to performance during the financial year ended 30 June 2008.

The latest date an Option may be exercised is up to three years after the date the Option is granted.

An Option the subject of Resolution 6 may be exercised at any time within three years from the date that the Option is granted. The latest date an Option may be exercised is 30 September 2011.

No loan is to be provided by eBet in relation to the acquisition of Options or Shares on exercise of the Options the subject of Resolution 6.

These Options will not be listed. Shares issued upon exercise of the Options will be listed and rank *pari passu* with the then existing Shares. The Options are being issued as a reward for past efforts by the Employees and an incentive for the future success of the Company and the Directors consider this issue to be in the best interests of the Company.

B. EXPLANATORY MEMORANDUM

1.5 Recommendation by Directors

The Board of the Company comprises Michael Hale, Ian James (**Independent Directors**), and Tony Toohey. In the event that Shareholders approve Resolutions 4 and 5, Mr Toohey will be granted with Options as set out in sections above. Accordingly, for the purposes of Resolutions 4 and 5, Mr Toohey makes no recommendation to Shareholders.

The Independent Directors:

(a) consider that the matters which are the subject of the resolutions to be put to the Meeting are in the best interests of the Company and its Shareholders; and

(b) recommend that Shareholders vote in favour of the Resolutions.

None of the Independent Directors has an interest in the passing of any Resolution to be considered at the Meeting other than as Shareholders of the Company.

Each Director has indicated that he intends to vote his Shares in favour of each Resolution to be put to the Meeting on which they are eligible to vote, except Mr Toohey who is precluded from voting on Resolutions 4 and 5.

2. Definitions

\$	Australian dollars
ASIC	Australian Securities and Investments Commission
Associate	Has the same meaning as in the Corporations Act 2001
ASX	ASX Limited (ABN 98 008 624 691)
Board	Board of Directors of the Company
Business Day	A business day under the Listing Rules
Company	eBet Limited (ABN 59 056 210 774)
Directors	The directors of the Company
eBet	The Company
EBITDA	Earnings before interest, tax and depreciation
Employee	Any employee of eBet, excluding the Managing Director
ESOP	The eBet Employee Share Option Plan
EXOP	The eBet Executive Share Option Plan
Executive	The Managing Director of eBet
Listing Rules	Any rules of ASX which are applicable while the Company is admitted to the official list of ASX
Meeting	The annual general meeting of the Company to be held on 30 November 2007 to approve the Resolutions
Member	A shareholder of the Company
Notice of Meeting	The notice sent to Shareholders in respect of the Meeting
Option	An option to be issued a Share
Resolutions	The resolutions set out in the attached Notice of Meeting
Share	An ordinary share in the capital of the Company
Shareholder	A shareholder of the Company

All references to time are for times at Sydney, Australia.

B. EXPLANATORY MEMORANDUM

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THIS IS ANNEXURE A TO THE EXPLANATORY MEMORANDUM

eBet Employee Share Option Plan and Executive Share Option Plan

eBet established an employee share option plan (ESOP) and an executive share option plan (EXOP) prior to its listing on ASX in August 1999. These plan rules have since been amended by the Board of eBet to permit the grant of Options at such price as may be determined by the Board from time to time and to broaden the class of participants in the EXOP to include executive Directors.

The summary of the terms of the amended ESOP and EXOP are set out below.

Objective

The objective of the ESOP and the EXOP is to assist in the recruitment, reward, retention and motivation of Employees of eBet and its Subsidiaries.

Consideration

Each Option will be granted free of charge.

Exercise Price

The exercise price for Options granted under the ESOP and the EXOP will be the price fixed by the Board prior to the grant of the Options or, if no price is so fixed, the volume weighted average price of Shares of eBet on the ASX for the 20 Business Days preceding the date of invitation to apply for Options given to an Employee/Executive (or, if no Shares were traded on any of those days, the 20 Business Days on which Shares were traded preceding the invitation date) which is specified as the initial price on the face of the Option certificate.

Exercise Restrictions

The Options granted under the ESOP and the EXOP may be subject to such other restrictions on exercise as may be fixed by the Directors prior to grant of the Options, including length of service by the Employee and threshold prices at which Shares are traded on the ASX.

Participation in Dividends, Rights Issues and Bonus Issues

The Options granted under the ESOP and the EXOP do not give any right to participate in dividends or rights issues until Shares are allotted pursuant to the exercise of the relevant Option. The number of Shares issued on the exercise of Options will be adjusted for bonus issues made prior to the exercise of the Options.

Eligibility – ESOP

Under the ESOP, the Directors may invite Employees to participate in the option plan and receive Options. An Employee may receive the Options or nominate a relative or associate to receive the Options. The plan is not open to executive officers of eBet or its Subsidiaries.

The number of Shares underlying Options that may be granted under the ESOP when aggregated with:

- the maximum number of Shares that could be issued on exercise of unexercised ESOP Options; and
- the number of Shares issued on exercise of Options under the ESOP in the last five years,

must not exceed 5% of the issued Shares at the time of grant of the Options.

Eligibility – EXOP

Under the EXOP, the Directors may invite a person they determine to be an executive officer (as defined in Section 9 of the Corporations Act 2001) of eBet or any Subsidiary to participate in the option plan and receive Options. The executive may receive the Options or nominate a close relative or relevant body corporate to receive the Options.

There are no restrictions on the number of Shares underlying Options that may be granted under the EXOP.

Term of Options

The Options granted under the ESOP and the EXOP have a term specified on the face of each certificate.

Subdivision or Consolidation

If eBet, after having granted any Option under the ESOP or the EXOP, reduces its issued share capital or subdivides or consolidates its Shares, the number of the Shares issued to the optionholder on exercise of an Option will be reduced, subdivided or consolidated, as the case may be, in accordance with the ASX Listing Rules.

Restrictions on Transfer

Options granted under the ESOP and the EXOP are not transferable.

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