ASX ANNOUNCEMENT

23 January 2026

Proposed issue of options to Directors and Secretary subject to shareholder approval

SportsHero Limited ('SportsHero' or the 'Company'), an integrated digital gaming and e-Sports business focused in the South East Asia market, advises that it proposes, subject to shareholder approval to be sought at the next Annual General Meeting of the Company, to issue the options set out below (**Options**) to acquire fully paid ordinary shares in the capital of the Company (**Shares**) to its Directors and Company Secretary.

Grantees:

Officer	Position	Number of Options proposed
Stratos Karousos	Non-Executive Chairman	2.5 million
Tom Lapping	Managing Director	8 million
Adele Sim	Director and COO	8 million
Ross Pearson	Company Secretary	2 million

Terms:

The Options will be exercisable at $0.05 on or before the date that is 4 years from the date of issue (**Expiry Date**). Exercise of the Options will be subject to satisfaction of the below vesting conditions. One quarter of the Options granted to each recipient will vest, and become exercisable, on achievement of the Vesting Conditions set out below:

Short Term	12 months following the date of issue, subject to ongoing employment.
	$2.5m Group revenue in any 6 month period.
Long Term	$1.0m Group EBIT in any 6 month period.
	$7.5m Group revenue in any 6 month period.

Refer to the Schedule for the full terms and conditions of the Options.

For further information, please contact:

Ross Pearson
Company Secretary

Questions : To ask a question or find out more about this announcement, go to this link

Authorised for release by the Board

Ross Pearson
Company Secretary

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Schedule – Terms and Conditions of Options

<table>
<tr><td>1.</td><td>Entitlement</td><td>Each Option entitles the holder to subscribe for one fully paid ordinary share in the capital of the Company (Share) upon exercise of the Option.</td></tr>
<tr><td>2.</td><td>Exercise Price</td><td>Subject to paragraph 11, the amount payable upon exercise of each Option will be$0.05 (Exercise Price).</td></tr>
<tr><td>3.</td><td>Expiry Date</td><td>Each unvested Option will expire on the earlier to occur of:
(a) 5:00 pm (AEST) on the date that is four (4) years from the date of issue; and
(b) the holder ceasing to be an officer, employee or provider of services to the Company, as applicable, unless otherwise determined by the Board at its absolute discretion,
(Expiry Date).
An Option not exercised before the Expiry Date will automatically lapse on the Expiry Date</td></tr>
<tr><td>4.</td><td>Vesting Conditions</td><td>Subject to clause 5 below, one quarter of the Options held by each holder will vest upon satisfaction of each vesting condition set out below:
<table>
<tr><th>Class</th><th>Vesting Condition</th></tr>
<tr><td>A</td><td>12 months following the date of issue.</td></tr>
<tr><td>B</td><td>The Company and its related bodies corporate (together, the Group) generating revenue of $2.5m in any 6 month period prior to the Expiry Date.</td></tr>
<tr><td>C</td><td>The Group achieving earnings before interest and tax of $1.0m in any 6 month period prior to the Expiry Date.</td></tr>
<tr><td>D</td><td>The Group generating revenue of $7.5m in any 6 month period.</td></tr>
</table>
(each a Vesting Condition).
Satisfaction of each Vesting Condition with a financial milestone shall be subject to verification by the Company’s auditors, or such milestone having been confirmed by audited or audit-reviewed financial statements.</td></tr>
<tr><td>5.</td><td>Change of Control</td><td>Upon:
(a) a bona fide takeover bid under Chapter 6 of the Corporations Act 2001 (Cth) (Corporations Act) having been made in respect of the Company and:
(i) having received acceptances for not less than 50.1% of the Company’s Shares on issue; and
(ii) having been declared unconditional by the bidder; or
(b) a court granting orders approving a compromise or arrangement for the purposes of or in connection with a scheme for the reconstruction of the Company or its amalgamation with any other company or companies,
then, to the extent Options have not been exercised into Shares due to non-satisfaction of the relevant Vesting Conditions, the Vesting</td></tr>
</table>

		Conditions will accelerate and the Options will become immediately exercisable.
6.	**Exercise Period**	The Options are exercisable at any time following satisfaction of the applicable Vesting Condition until the Expiry Date (**Exercise Period**).
7.	**Exercise Notice**	The Options may be exercised during the Exercise Period by notice in writing to the Company in the manner specified on the Option certificate (**Exercise Notice**) and payment of the Exercise Price for each Option being exercised in Australian currency by electronic funds transfer or other means of payment acceptable to the Company.
8.	**Exercise Date**	An Exercise Notice is only effective on and from the later of the date of receipt of the Exercise Notice and the date of receipt of the payment of the Exercise Price for each Option being exercised in cleared funds (**Exercise Date**).
9.	**Timing of issue of Shares on exercise**	Within five business days after the Exercise Date, the Company will: (a) issue the number of Shares required under these terms and conditions in respect of the number of Options specified in the Exercise Notice and for which cleared funds have been received by the Company; (b) if required, give ASX a notice that complies with section 708A(5)(e) of the *Corporations Act 2001* (Cth) (**Corporations Act**), or, if the Company is unable to issue such a notice, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors; and (c) if admitted to the official list of ASX at the time, apply for official quotation on ASX of Shares issued pursuant to the exercise of the Options. If a notice delivered under clause 9(b) for any reason is not effective to ensure that an offer for sale of the Shares does not require disclosure to investors, the Company must, no later than 20 Business Days after becoming aware of such notice being ineffective, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors.
10.	**Shares issued on exercise**	Shares issued on exercise of the Options rank equally with the then issued shares of the Company.
11.	**Reorganisation**	If there is a reorganisation of the issued share capital of the Company (including any subdivision, consolidation, reduction, return or cancellation of such issued capital of the Company), the rights of the holder will be changed to the extent necessary to

		comply with the ASX Listing Rules applicable to a reorganisation of capital at the time of the reorganisation.
12.	**Participation in new issues**	There are no participation rights or entitlements inherent in the Options and holders will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Options without exercising the Options.
13.	**Change in exercise price**	An Option does not confer the right to a change in Exercise Price or a change in the number of underlying securities over which the Option can be exercised.
14.	**Transferability**	The Options are not transferable, other than with the prior written approval of the Board and subject to any restriction or escrow arrangements imposed by ASX or under applicable Australian securities laws.