

MINUTES OF MEETING OF MEMBERS OF
SPORTS ALIVE PTY LTD
ACN 069 087 332 - ABN 49 069 087 332
HELD AT THE OFFICES OF BENT & COUGLE PTY LTD
LEVEL 5, 332 ST KILDA ROAD, MELBOURNE VIC 3004
ON THE 26TH AUGUST 2011 AT 10:50AM

PRESENT:

106 017 403 BET WORLDWIDE PTY LTD
REPRESENTED BY - STEPHEN CHANT

ELECTION OF
CHAIRPERSON:

The following resolution was then passed:-

"That STEPHEN CHANT be appointed Chairperson of the meeting".

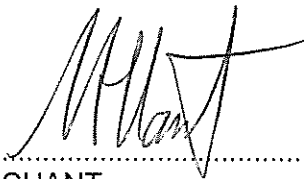
ABRIDGEMENT OF
PERIOD OF NOTICE
OF MEETING
PURSUANT TO
SECTION 249H
OF THE
CORPORATIONS
ACT 2001:

It was noted and confirmed that all members entitled to attend and vote had agreed beforehand that the meeting be called on short notice. In view of the financial position of the company, it was considered that the company's business could not be continued.

All members entitled to be present being in attendance, the following Special Resolution was then passed:-

WINDING UP
SPECIAL
RESOLUTION:

"THAT the company be wound up voluntarily in accordance with the Corporations Act 2001 relating to a Creditors' Voluntary Winding Up and that Hamish Alan MacKinnon and Keith Laurence Sutherland, Chartered Accountants of Level 5, 332 St Kilda Road, Melbourne be appointed joint and several Liquidators".

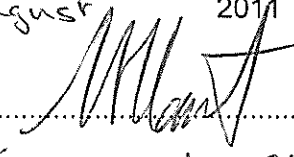


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STEPHEN CHANT

FORM 532
Corporations Act 2001
APPOINTMENT OF PROXY

(1) ~~We~~ 106 017 403 Bet Worldwide Pty Ltd of Harris Black Level 16 332 Ann Street
a member of **Sports Alive Pty Ltd** Brisbane
appoint (2) Stephen Chantr
or in his absence
as ~~my~~our ~~general~~special proxy to vote at the meeting of members
to be held on the 26th August 2011, or at any adjournment of that meeting (3)

Dated this 26th day of August 2011

Signature.....

Name of Signatory IN BLOCK LETTERS..... Stephen Chantr

AMOUNT OF SHARES \$7,000,000

CERTIFICATE OF WITNESS

(To be completed only where the person giving the proxy is blind or incapable of writing)

I, _____ of _____ certify that the above instrument appointing a proxy was completed by me in the presence of and at the request of the person appointing the proxy and read to him before he attached his signature or mark to the instrument.

Dated this _____ day of _____ 2011

(4) Signature of Witness.....

Name of Signatory IN BLOCK LETTERS.....

Description.....

Place of Residence.....

* Strike out if inapplicable

- (1) If a firm, strike out "I" and set out the full name of the firm.
- (2) Insert the name, address and description of the person appointed.
- (3) If a special proxy add the words "to vote for" or the words "to vote against" and specify the particular resolution.
- (4) The signature of the creditor, contributory, debenture holder or member is not to be attested to by the person nominated as proxy.