

MY REWARDS INTERNATIONAL LIMITED
ACN 095 009 742
SUPPLEMENTARY PROSPECTUS

1. IMPORTANT INFORMATION

This is a supplementary prospectus (**Supplementary Prospectus**) which supplements and is intended to be read with the prospectus dated 2 November 2021 (**Prospectus**) issued by My Rewards International Limited (ACN 095 009 742) (**Company**).

This Supplementary Prospectus is dated 22 December 2021 and was lodged with ASIC on that date.

ASIC, the ASX and their respective officers take no responsibility for the contents of this Supplementary Prospectus.

Other than as set out below, all details in relation to the Prospectus remain unchanged. Terms and abbreviations defined in the Prospectus have the same meaning in this Supplementary Prospectus. If there is a conflict between the Prospectus and this Supplementary Prospectus, this Supplementary Prospectus will prevail.

This Supplementary Prospectus will be issued with the Prospectus as an electronic prospectus, copies of which can be downloaded from the website of the Company at <http://www.myrewardsinternational.com/investors>. A paper copy of the Supplementary Prospectus is available upon request.

This is an important document and should be read in its entirety. If you do not understand it, you should consult your professional advisers without delay.

The Directors consider that the changes in this Supplementary Prospectus are not materially adverse from the point of view of an investor. Accordingly, no action needs to be taken if you have already subscribed for Shares under the Prospectus.

2. PURPOSE OF THIS DOCUMENT

The purpose of this Supplementary Prospectus is to provide additional information to investors, being historical information in relation to the Company's previous listing on ASX and subsequent delisting on 31 August 2009.

This additional information is set out in section 3 below.

3. ADDITIONAL INFORMATION

3.1 The Rewards Factory Limited

As set out in the Investment Overview (section 3) and section 6.2 of the Prospectus, the Company was incorporated in South Australia on 9 November 2000 as 'The Rewards Factory Limited' (**REW**), being an unlisted public company limited by shares.

In 2007, REW undertook an initial public offering to facilitate an application for admission of the Company to the official list of ASX. On 24 December 2007, REW lodged a prospectus with ASIC to raise a minimum amount of \$2,300,000 and up to a maximum of \$4,000,000 at an issue price of \$0.20 per Share.

On various dates between December 2007 and June 2008, REW met with representatives acting on behalf of a group of prospective investors (the **Group**) who wished to purchase a substantial number of Shares in REW under its prospectus.

On 6 June 2008, REW had received applications for 15,750,000 Shares at \$0.20 per Share to raise \$3,150,000. There were a number of application forms that were provided by the Group. REW noted that each form had been completed and signed and each application provided by the Group had been stamped by their broker. All of the application forms and cheques were subsequently lodged with REW's share registry at the time for processing on the same day.

On or about 10 June 2008, the final cheques for the subscription funds were banked and on 13 June 2008, the REW Board resolved to issue Shares and the Shares were subsequently allotted and issued.

On 17 June 2008, REW was notified via post mail that cheques for some of the subscription monies had been dishonoured.

(a) Pre-Quotation Disclosure Documents

The ASX pre-quotation disclosure documents, which included the pro-forma balance sheet were recommended by REW's investigating accountant at the time to be approved by the Board. The pre-quotation documents were subsequently circulated on 15 June 2008 to REW's legal advisers at the time to be lodged with ASX.

REW instructed its legal advisers to lodge the pre-quotation documents with ASX before 9:00 am on 16 June 2008.

On 17 June 2008, when the Company was notified by the bank via post mail that some of the cheques had been dishonoured, the pre-quotation disclosure documents had already been lodged with ASX.

On 26 June 2008, REW was admitted to the official list of ASX.

(b) ASX Announcement

The Managing Director of REW at the time, was in regular contact with the Group, and their broker. They explained to the Managing Director that the dishonoured cheques were a genuine error and that the investors in the Group were going to pay the subscription monies in due course.

The Managing Director was confident in the Group and believed that the funds were forthcoming. Consequently, the Managing Director subsequently recommended to the Board that the relevant market announcement be made to ASX on 30 June 2008 that the IPO had raised \$3.15 million.

(c) Appendix 4C (Quarterly Report)

According to the Company's records currently available, on 31 July 2008, REW's Company Secretary at the time failed to seek the Board's approval prior to lodging the Appendix 4C with ASX.

At the point that the Board formed the view that the outstanding subscription monies were not forthcoming, the Board proceeded to engage legal advisers to provide advice on the consequences of the outstanding subscription monies not having been paid.

On 11 July 2008, REW sought a trading halt, and on 13 August 2008, REW requested a suspension of trading of its Shares on ASX.

REW then adopted a register rectification plan to address the rectification of its share register. In order to properly execute the plan, it was necessary that REW's Shares be removed from the official list of ASX. REW was subsequently delisted on 31 August 2009.

3.2 My Rewards International Limited – Actions taken since the delisting of REW

Since the delisting of REW in 2009, the Company has implemented changes and undertaken a range of actions to improve its management functions and corporate governance. David Vinson, now the Executive Chairman having remained on the Board since the de-listing, has overseen the following:

- (a) instigating changes to MRI's board and key management with extensive qualifications, experience and understanding of corporate governance, further details of which are set out in Section 9 of the Prospectus;
- (b) implementing improved corporate governance practices, as detailed in Section 9.6 of the Prospectus;
- (c) the appointment of experienced and reputable auditors, investigating accountant's and legal advisers; and
- (d) tasking the Company's share registry to undertake a comprehensive 'audit' review of the shareholders' register to identify historical inaccuracies.

In preparation for the Company's recent initial public offering and admission to the Official List of ASX, the Board has also adopted a corporate governance plan and statement by reference to ASX's corporate governance principles and recommendations (4th edition).

The corporate governance plan is available in a dedicated corporate governance information section of the Company's website at <https://www.myrewardsinternational.com/investors/>.

The Board considers that the Company has undergone a significant transformation since the delisting of REW in 2009.

4. AMENDED INDICATIVE TIMETABLE

The Board wishes to advise that the Closing Date of the Public Offer has been extended until 7 January 2022 and accordingly, the Indicative Timetable in Section 2 of the Prospectus has been revised as follows:

INDICATIVE TIMETABLE

Lodgement of Prospectus with ASIC	2 November 2021
Exposure Period begins	2 November 2021
Opening Date	10 November 2021
Closing Date	7 January 2022
Issue of Shares under the Offer	14 January 2022
Despatch of holding statements	18 January 2022
Expected date for quotation of the Shares on ASX	20 January 2022

- 1. The above dates are indicative only and may change without notice. Unless otherwise indicated, all time given are AEDT. The Company reserves the right to extend the Closing Date or close the Offer early without prior notice. The Company also reserves the right not to proceed with the Offer at any time before the issue of Shares to applicants.*
- 2. If the Offer is cancelled or withdrawn before completion of the Offer, then all application monies will be refunded in full (without interest) as soon as possible in accordance with the requirements of the Corporations Act. Investors are encouraged to submit their applications as soon as possible after the Offers open.*

5. UPCOMING AGM AND PROPOSED ADOPTION OF NEW CONSTITUTION

The Board wishes to further advise that the Company has convened its Annual General Meeting of Shareholders to be held on 12 January 2022.

Amongst other resolutions, the Company will be seeking Shareholder approval for the adoption of a new Constitution at the Annual General Meeting.

Further information is set out in the notice of annual general meeting which current Shareholders have either received or will receive shortly.

6. CONSENTS

The Company confirms that as at the date of this Supplementary Prospectus, each of the parties that have been named as having consented to being named in the Prospectus has not withdrawn that consent.

7. DIRECTORS' AUTHORISATION

This Supplementary Prospectus is issued by the Company and its issue has been authorised by a resolution of the Directors.

In accordance with section 720 of the Corporations Act, each Director has consented to the lodgement of this Supplementary Prospectus with the ASIC.



Maitreyee Khire
Managing Director
For and on behalf of
My Rewards International Limited