

5 May 2022

Ms Vanessa Nevjestic
Adviser, Listings Compliance (Perth)
ASX Compliance Pty Ltd

By email: ListingsCompliancePerth@asx.com.au.

Dear Ms Nevjestic

My Rewards International Limited ('MRI'): Response to ASX Aware Query

We refer to your letter dated 4 May 2022 (**Letter**). Capitalised terms used in this letter have the meaning given in your Letter unless otherwise defined. Set out below is the response of My Rewards International Limited (ABN 47 095 009 742) (**MRI**) to each of the questions in the Letter.

1. Does MRI consider the Information to be information that a reasonable person would expect to have a material effect on the price or value of its securities?

Yes.

2. If the answer to question 1 is "no", please advise the basis for that view.

Not applicable.

3. When did MRI first become aware of the Information, or any part thereof?

MRI had been in discussions with AMRAM Corp Pty Ltd and others regarding potential financing alternatives from early April 2022. A proposal for a line of credit (as was ultimately agreed) was first contemplated on 28 April 2022. The parties met on the afternoon of 29 April 2022 to discuss this further, and the credit facility reported in the Quarterly Activities Report for the Period Ending 31 March 2022 between the Company and AMRAM Corp Pty Ltd was entered into at 5:17 pm AEST on Friday 29 April 2022.

4. If the Information, or any part thereof, were known to MRI before the Relevant Date, why did MRI not make any announcement prior to the Relevant Date which disclosed the Information? In answering this question, please explain why this Information was not released to the market at an earlier time, commenting specifically on when you believe MRI was obliged to release the Information under Listing Rules 3.1 and 3.1A and what steps MRI took to ensure that the Information was released promptly and without delay.

The Information came into existence at 5:17 pm AEST on Friday 29 April 2022 upon execution of the credit facility, after the close of trading on ASX for the day. The Company discussed whether to release the Information in a standalone announcement or in the imminent Quarterly Activities Report. It was considered more expeditious to incorporate the information in the Quarterly Activities Report. The Information was



released at 6:45 pm AEST on Friday 29 April 2022, as soon as the final terms of the credit facility were known and could be satisfactorily incorporated and reviewed in the Quarterly Activities Report.

5. Please confirm that MRI is complying with the Listing Rules and, in particular, Listing Rule 3.1.

MRI confirms that it is complying with the Listing Rules and, in particular, Listing Rule 3.1.

6. Please confirm that MRI's responses to the questions above have been authorised and approved in accordance with its published continuous disclosure policy or otherwise by its board or an officer of MRI with delegated authority from the board to respond to ASX on disclosure matters.

MRI confirms that this response has been authorised and approved by the Board.

A handwritten signature in black ink, appearing to be 'P. Hains', with a small teal dot to its left.

Yours sincerely

Phillip Hains

COMPANY SECRETARY



4 May 2022

Reference: ODIN51515

Mr Philip Hains
Company Secretary
My Rewards International Limited
Suite G02, 181 St Kilda Road
St Kilda, Victoria 3182

By email: phillip@thecfo.com.au

Dear Mr Hains

My Rewards International Limited ('MRI'): General – Aware Query

ASX refers to the following:

- A. MRI's quarterly activities and cash flow reports for the quarter ended 31 March 2022 entitled "Quarterly Activities Report for the Period Ending 31 March 2022" released on the ASX Market Announcements Platform at 6:45 PM AEST on 29 April 2022 (the 'Relevant Date') (the 'Quarterly Report'), disclosing amongst other things, that MRI had entered into a line of credit facility with AMRAM Corp Pty Ltd for a total amount of A\$3,500,000 on 29 April 2022 to provide additional working capital to the company (the 'Facility') (the 'Information').
- B. Recent correspondence between MRI and ASX.
- C. Listing Rule 3.1, which requires a listed entity to immediately give ASX any information concerning it that a reasonable person would expect to have a material effect on the price or value of the entity's securities.
- D. The definition of "aware" in Chapter 19 of the Listing Rules, which states that:
"an entity becomes aware of information if, and as soon as, an officer of the entity (or, in the case of a trust, an officer of the responsible entity) has, or ought reasonably to have, come into possession of the information in the course of the performance of their duties as an officer of that entity" and section 4.4 in Guidance Note 8 Continuous Disclosure: Listing Rules 3.1 – 3.1B "When does an entity become aware of information."
- E. Listing Rule 3.1A, which sets out exceptions from the requirement to make immediate disclosure, provided that each of the following are satisfied.
"3.1A Listing rule 3.1 does not apply to particular information while each of the following is satisfied in relation to the information:
3.1A.1 One or more of the following applies:
 - *It would be a breach of a law to disclose the information;*
 - *The information concerns an incomplete proposal or negotiation;*
 - *The information comprises matters of supposition or is insufficiently definite to warrant disclosure;*
 - *The information is generated for the internal management purposes of the entity; or*
 - *The information is a trade secret; and*

3.1A.2 *The information is confidential and ASX has not formed the view that the information has ceased to be confidential; and*

3.1A.3 *A reasonable person would not expect the information to be disclosed."*

F. ASX's policy position on the concept of "confidentiality", which is detailed in section 5.8 of Guidance Note 8 *Continuous Disclosure*: Listing Rules 3.1 – 3.1B. In particular, the Guidance Note states that:

"Whether information has the quality of being confidential is a question of fact, not one of the intention or desire of the listed entity. Accordingly, even though an entity may consider information to be confidential and its disclosure to be a breach of confidence, if it is in fact disclosed by those who know it, then it ceases to be confidential information for the purposes of this rule."

Request for information

Having regard to the above, ASX asks MRI to respond separately to each of the following questions and requests for information:

1. Does MRI consider the Information to be information that a reasonable person would expect to have a material effect on the price or value of its securities?
2. If the answer to question 1 is "no", please advise the basis for that view.
3. When did MRI first become aware of the Information, or any part thereof?
4. If the Information, or any part thereof, were known to MRI before the Relevant Date, why did MRI not make any announcement prior to the Relevant Date which disclosed the Information? In answering this question, please explain why this Information was not released to the market at an earlier time, commenting specifically on when you believe MRI was obliged to release the Information under Listing Rules 3.1 and 3.1A and what steps MRI took to ensure that the Information was released promptly and without delay.
5. Please confirm that MRI is complying with the Listing Rules and, in particular, Listing Rule 3.1.
6. Please confirm that MRI's responses to the questions above have been authorised and approved in accordance with its published continuous disclosure policy or otherwise by its board or an officer of MRI with delegated authority from the board to respond to ASX on disclosure matters.

When and where to send your response

This request is made under Listing Rule 18.7. Your response is required as soon as reasonably possible and, in any event, by no later than **9:00 AM AWST Monday, 9 May 2022**. You should note that if the information requested by this letter is information required to be given to ASX under Listing Rule 3.1 and it does not fall within the exceptions mentioned in Listing Rule 3.1A, MRI's obligation is to disclose the information 'immediately'. This may require the information to be disclosed before the deadline set out in the previous paragraph and may require MRI to request a trading halt immediately.

Your response should be sent to me by e-mail at **ListingsCompliancePerth@asx.com.au**. It should not be sent directly to the ASX Market Announcements Office. This is to allow me to review your response to confirm that it is in a form appropriate for release to the market, before it is published on the ASX Market Announcements Platform.

Trading halt

If you are unable to respond to this letter by the time specified above, you should discuss with us whether it is appropriate to request a trading halt in MRI's securities under Listing Rule 17.1. If you wish a trading halt, you must tell us:

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- the reasons for the trading halt;
 - how long you want the trading halt to last;
 - the event you expect to happen that will end the trading halt;
 - that you are not aware of any reason why the trading halt should not be granted; and
 - any other information necessary to inform the market about the trading halt, or that we ask for.

We require the request for a trading halt to be in writing. The trading halt cannot extend past the commencement of normal trading on the second day after the day on which it is granted. You can find further information about trading halts in Guidance Note 16 *Trading Halts & Voluntary Suspensions*.

Suspension

If you are unable to respond to this letter by the time specified above, ASX will likely suspend trading in MRI's securities under Listing Rule 17.3.

Listing Rules 3.1 and 3.1A

In responding to this letter, you should have regard to MRI's obligations under Listing Rules 3.1 and 3.1A and also to Guidance Note 8 *Continuous Disclosure*: Listing Rules 3.1 – 3.1B. It should be noted that MRI's obligation to disclose information under Listing Rule 3.1 is not confined to, nor is it necessarily satisfied by, answering the questions set out in this letter.

Release of correspondence between ASX and entity

We reserve the right to release a copy of this letter, your reply and any other related correspondence between us to the market under listing rule 18.7A.

Questions

If you have any questions in relation to the above, please do not hesitate to contact me.

Yours sincerely

Vanessa Nevjestic
Adviser, Listings Compliance (Perth)