
MY REWARDS INTERNATIONAL LIMITED
ACN 095 009 742
NOTICE OF EXTRAORDINARY GENERAL MEETING

Notice is given that the Meeting will be held at:

TIME: 10:00 am (Melbourne time)

DATE: Friday 26 May 2023

PLACE: Virtual Meeting

Link: <https://web.lumiagm.com/361658065>

The business of the Meeting affects your shareholding, and your vote is important.

This Notice should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their professional advisers prior to voting.

The Directors have determined pursuant to Regulation 7.11.37 of the Corporations Regulations 2001 (Cth) that the persons eligible to vote at the Meeting are those who are registered Shareholders at 10:00 am (AEST) on 24 May 2023.

BUSINESS OF THE MEETING

AGENDA

**1. RESOLUTION 1
RATIFICATION OF PRIOR ISSUE OF SHARES – KLYP AUSTRALIA (OCTOBER 2022)**

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

"That, for the purposes of Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 1,787,500 Shares on the terms and conditions set out in the Explanatory Statement."

A voting exclusion statement applies to this Resolution. Please see below.

**2. RESOLUTION 2
RATIFICATION OF PRIOR ISSUE OF SHARES – KLYP AUSTRALIA (NOVEMBER 2022)**

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

"That, for the purposes of Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 4,488,000 Shares on the terms and conditions set out in the Explanatory Statement."

A voting exclusion statement applies to this Resolution. Please see below.

**3. RESOLUTION 3
RATIFICATION OF PRIOR ISSUE OF SHARES – KLYP AUSTRALIA (DECEMBER 2022)**

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

"That, for the purposes of Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 2,007,500 Shares on the terms and conditions set out in the Explanatory Statement."

A voting exclusion statement applies to this Resolution. Please see below.

**4. RESOLUTION 4
RATIFICATION OF PRIOR ISSUE OF SHARES – KLYP AUSTRALIA (FEBRUARY 2023)**

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

"That, for the purposes of Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 1,333,333 Shares on the terms and conditions set out in the Explanatory Statement."

A voting exclusion statement applies to this Resolution. Please see below.

**5. RESOLUTION 5
RATIFICATION OF PRIOR ISSUE OF SHARES – CITY PUBLIC RELATIONS (OCTOBER 2022)**

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

"That, for the purposes of Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 84,616 Shares on the terms and conditions set out in the Explanatory Statement."

A voting exclusion statement applies to this Resolution. Please see below.

**6. RESOLUTION 6
RATIFICATION OF PRIOR ISSUE OF SHARES – CITY PUBLIC RELATIONS (DECEMBER 2022)**

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

"That, for the purposes of Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 275,000 Shares on the terms and conditions set out in the Explanatory Statement."

A voting exclusion statement applies to this Resolution. Please see below.

**7. RESOLUTION 7
RATIFICATION OF PRIOR ISSUE OF SHARES – CITY PUBLIC RELATIONS (FEBRUARY 2023)**

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

"That, for the purposes of Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 200,001 Shares on the terms and conditions set out in the Explanatory Statement."

A voting exclusion statement applies to this Resolution. Please see below.

**8. RESOLUTION 8
RATIFICATION OF PRIOR ISSUE OF SHARES – AMRAM (MARCH 2023)**

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

"That, for the purposes of Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 6,818,182 Shares on the terms and conditions set out in the Explanatory Statement."

A voting exclusion statement applies to this Resolution. Please see below.

**9. RESOLUTION 9
RATIFICATION OF PRIOR ISSUE OF OPTIONS – LDA CAPITAL (MARCH 2023)**

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

"That, for the purposes of Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 13,899,341 unlisted Options on the terms and conditions set out in the Explanatory Statement."

A voting exclusion statement applies to this Resolution. Please see below.

**10. RESOLUTION 10
APPROVAL TO ISSUE PLACEMENT SHARES**

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

"That, for the purposes of Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue up to 100,000,000 Shares on the terms and conditions set out in the Explanatory Statement."

A voting exclusion statement applies to this Resolution. Please see below.

**11. RESOLUTION 11
APPROVAL TO ISSUE SHARES TO AMRAM**

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

"That, for the purposes of Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue up to 17,500,000 Shares on the terms and conditions set out in the Explanatory Statement."

A voting exclusion statement applies to this Resolution. Please see below.

**12. RESOLUTION 12
APPROVAL TO ISSUE OPTIONS TO AMRAM**

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

"That, for the purposes of Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue up to 20,000,000 Options on the terms and conditions set out in the Explanatory Statement."

A voting exclusion statement applies to this Resolution. Please see below.

13. RESOLUTION 13
APPROVAL TO ISSUE SHARES TO ORANGE NOMINEES

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

"That, for the purposes of Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue 3,846,154 Shares on the terms and conditions set out in the Explanatory Statement."

A voting exclusion statement applies to this Resolution. Please see below.

14. RESOLUTION 14
APPROVAL TO ISSUE SHARES TO STA

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

"That, for the purposes of Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue 9,615,385 Shares on the terms and conditions set out in the Explanatory Statement."

A voting exclusion statement applies to this Resolution. Please see below.

15. RESOLUTION 15
APPROVAL TO ISSUE OPTIONS TO STA

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

"That, for the purposes of Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue up to 9,000,000 Options on the terms and conditions set out in the Explanatory Statement."

A voting exclusion statement applies to this Resolution. Please see below.

16. RESOLUTION 16
APPROVAL TO ISSUE OPTIONS TO THE CFO SOLUTION

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

"That, for the purposes of Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue 4,864,769 Options on the terms and conditions set out in the Explanatory Statement."

A voting exclusion statement applies to this Resolution. Please see below.

17. RESOLUTION 17
APPROVAL TO ISSUE OPTIONS TO THE CFO SOLUTION

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

"That, for the purposes of Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue 7,000,000 Options on the terms and conditions set out in the Explanatory Statement."

A voting exclusion statement applies to this Resolution. Please see below.

18. RESOLUTION 18
APPROVAL TO ISSUE SHARES TO CALAITE CAPITAL

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

"That, for the purposes of Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue 1,269,231 Shares on the terms and conditions set out in the Explanatory Statement."

A voting exclusion statement applies to this Resolution. Please see below.

19. RESOLUTION 19
APPROVAL TO ISSUE SHARES TO KLYP AUSTRALIA

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

"That, for the purposes of Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue 5,769,231 Shares on the terms and conditions set out in the Explanatory Statement."

A voting exclusion statement applies to this Resolution. Please see below.

20. RESOLUTION 20
APPROVAL TO ISSUE SHARES TO CITY PUBLIC RELATIONS

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

"That, for the purposes of Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue 923,077 Shares on the terms and conditions set out in the Explanatory Statement."

A voting exclusion statement applies to this Resolution. Please see below.

Dated: 27 April 2023

By order of the Board

Phillip Hains
Company Secretary

Voting Exclusion Statements

In accordance with Listing Rule 14.11, the Company will disregard any votes cast in favour of the Resolution set out below by or on behalf of the following persons:

Resolutions 1 to 4 – Ratification of prior issue of Shares to Klyp Australia	A person who participated in the issue or is a counterparty to the agreement being approved (namely Klyp Australia) or an associate of that person or those persons.
Resolutions 5 to 7 – Ratification of prior issue of Shares to City Public Relations	A person who participated in the issue or is a counterparty to the agreement being approved (namely City Public Relations) or an associate of that person or those persons.
Resolution 8 – Ratification of prior issue of Shares to AMRAM (March 2023)	A person who participated in the issue or is expected to participate in the proposed issue or is a counterparty to the agreement being approved (namely AMRAM) or an associate of that person or those persons.
Resolution 9 – Ratification of prior issue of Options to LDA Capital (March 2023)	A person who participated in the issue or is a counterparty to the agreement being approved (namely LDA Capital) or an associate of that person or those persons.
Resolution 10 – Approval to issue Placement Shares	A person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of that person (or those persons).
Resolutions 11 and 12 – Approval to issue Shares and Options to Amram	A person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company) (namely AMRAM (or its nominees)) or an associate of that person (or those persons).
Resolution 13 – Approval to issue Shares to Orange Nominees	A person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company) (namely Orange Nominees (or its nominees)) or an associate of that person (or those persons).
Resolutions 14 and 15 – Approval to issue Shares and Options to STA	A person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company) (namely STA (or its nominees)) or an associate of that person (or those persons).
Resolutions 16 and 17 – Approval to issue Shares and Options to The CFO Solution	A person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company) (namely The CFO Solution (or its nominees)) or an associate of that person (or those persons).
Resolution 18 – Approval to issue Shares to Calaité Capital	A person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company) (namely Calaité Capital (or its nominees)) or an associate of that person (or those persons).
Resolution 19 – Approval to issue Shares to Klyp Australia	A person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company) (namely Klyp Australia (or its nominees)) or an associate of that person (or those persons).

Resolution 20 – Approval to issue Shares to City Public Relations

A person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company) (namely City Public Relations (or its nominees)) or an associate of that person (or those persons).

However, this does not apply to a vote cast in favour of the Resolution by:

- (a) a person as a proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with the directions given to the proxy or attorney to vote on the Resolution in that way; or
- (b) the Chair as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or
- (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and
 - (ii) the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Voting by proxy

To lodge a proxy up to 48 hours prior to the meeting, visit www.votingonline.com.au/mriegm2023 with your postcode or country of residence (if outside Australia) and enter your Voting Access Code (VAC) located on the proxy form for those eligible to vote.

Alternatively, please complete and sign the enclosed Proxy Form and return by the time and in accordance with the instructions set out on the Proxy Form.

In accordance with section 249L of the Corporations Act, Shareholders are advised that:

- each Shareholder has a right to appoint a proxy;
- the proxy need not be a Shareholder of the Company; and
- a Shareholder who is entitled to cast two or more votes may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If the Shareholder appoints two proxies and the appointment does not specify the proportion or number of the member's votes, then in accordance with section 249X(3) of the Corporations Act, each proxy may exercise one-half of the votes.

Shareholders and their proxies should be aware that:

- if proxy holders vote, they must cast all directed proxies as directed; and
- any directed proxies which are not voted will automatically default to the Chair, who must vote the proxies as directed.

Voting in person

You will not be able to physically attend the Meeting, however, you can attend and participate in the Meeting (including voting on Resolutions) virtually via the online Lumi platform (refer below for further details).

Virtual Meeting

The Company is pleased to provide Shareholders with the opportunity to attend and participate in a virtual Meeting through an online meeting platform powered by Lumi, where shareholders will be able to watch, listen and vote online.

Registration will open at 9:30 am (AEST) on Friday 26 May 2023, half an hour before the Meeting commences. Information on how to attend and vote at the Meeting online is set out below.

Shareholders will be able to vote and ask questions at the virtual Meeting. Shareholders are also encouraged to submit questions in advance of the Meeting to the Company. Questions must be

submitted in writing to the Company Secretary at shareholders@myrewards.com.au at least 48 hours before the Meeting.

The Company will also provide Shareholders the opportunity to ask questions during the Meeting in respect to the formal items of business as well as general questions in respect to the Company and its business at the conclusion of the Meeting.

Attending the Meeting virtually

To access the virtual Meeting:

1. Please visit <https://web.lumiagm.com/361658065>.
2. Enter your username and password. Your username is your Investor ID which is printed on your Proxy Form. Your password is your postcode registered to your holding if you are an Australian shareholder. For overseas shareholders, your password will be your 'country code' which can be found in the online User Guide available at www.myrewardsinternational.com/investors.
3. if you have been nominated as a third-party proxy, please contact Boardroom on 1300 737 760 to obtain login details to participate live online.

For full details on how to log on and vote online, please refer to the User Guide available at www.myrewardsinternational.com/investors. Attending the Meeting online enables Shareholders to view the Meeting live via Zoom and to cast votes on Resolutions via Lumi at the appropriate times whilst the Meeting is in progress.

You may still attend the virtual Meeting and vote even if you have appointed a proxy. If you have previously submitted a Proxy Form, your attendance at the virtual Meeting will not revoke your proxy appointment unless you actually elect to attend as a voting holder at the virtual Meeting for which the proxy is proposed to be used, in which case, the proxy's appointment will be deemed to be revoked with respect to voting.

Non-shareholders may login using the guest portal on the Lumi AGM platform.

Should you wish to discuss the matters in this Notice, please contact the Company Secretary on (03) 9824 5254.

EXPLANATORY STATEMENT

This Explanatory Statement has been prepared to provide information which the Directors believe to be material to Shareholders in deciding whether or not to pass the Resolutions.

1. RESOLUTIONS 1 TO 4 RATIFICATION OF PRIOR ISSUES OF SHARES TO KLYP AUSTRALIA

1.1 Background

On 6 April 2021, the Company entered into a services agreement with Klyp Australia, pursuant to which Klyp Australia agreed to provide outsourced additional software development, marketing and strategy services to the Company for a period of 12 months.

In consideration for the services, the Company agreed to satisfy the amount owing to Klyp Australia (exclusive of GST) under the Klyp Services Agreement through the issue of Shares.

As at the date of the Company's Admission, the Company had issued a total of 2,021,451 Shares to Klyp Australia. Following the Company's Admission, to 30 September 2022 the Company issued an additional 8,372,085 Shares to Klyp Australia, comprising:

- (a) 2,064,722 Shares issued at a deemed issue price of \$0.10 per Share on 17 June 2022;
- (b) 1,580,181 Shares issued at a deemed issue price of \$0.10 per Share on 27 July 2022;
- (c) 1,977,182 Shares issued at a deemed issue price of \$0.07 per Share on 5 August 2022; and
- (d) 2,750,000 Shares issued at a deemed issue price of \$0.058 per Share on 5 September 2022.

The 8,372,085 Shares issued to Klyp Australia between 17 June and 5 September 2022 were approved by Shareholders at the Company's Annual General Meeting held on 25 November 2022 (**2022 AGM**).

Since the Company's 2022 AGM, the Company has issued an additional 9,616,333 Shares to Klyp Australia (the **Klyp Shares**), comprising:

- (a) 1,787,500 Shares issued at a deemed issue price of \$0.052 per Share on 14 October 2022 (the subject of Resolution 1);
- (b) 4,488,000 Shares issued at a deemed issue price of \$0.05 per Share on 1 November 2022 (the subject of Resolution 2);
- (c) 2,007,500 Shares issued at a deemed issue price of \$0.04 per Share on 20 December 2022 (the subject of Resolution 3); and
- (d) 1,333,333 Shares issued at a deemed issue price of \$0.033 per Share on 3 February 2023 (the subject of Resolution 4).

Resolutions 1 to 4 seek Shareholder ratification pursuant to ASX Listing Rule 7.4 for the issue of the Klyp Shares to Klyp Australia.

1.2 General

Broadly speaking, and subject to a number of exceptions, Listing Rule 7.1 limits the amount of equity securities that a listed company can issue without the approval of its shareholders over any 12-month period to 15% of the fully paid ordinary shares it had on issue at the start of that period.

Under Listing Rule 7.1A, an eligible entity can seek approval from its members, by way of a special resolution passed at its annual general meeting, to increase this 15% limit by an extra 10% to 25%.

The Company's ability to utilise the additional 10% capacity provided for in Listing Rule 7.1A for issues of equity securities was approved by shareholders at its 2022 AGM.

The issue of the Klyp Shares does not fit within any of the exceptions set out in Listing Rule 7.2 and, as it has not yet been approved by Shareholders, it effectively uses up part of the 15% limit in Listing Rule 7.1, reducing the Company's capacity to issue further equity securities without Shareholder approval under Listing Rule 7.1 for the 12-month period following the date of issue of the Klyp Shares.

Listing Rule 7.4 allows the shareholders of a listed company to approve an issue of equity securities after it has been made or agreed to be made. If they do, the issue is taken to have been approved under Listing Rule 7.1 and so does not reduce the company's capacity to issue further equity securities without shareholder approval under that rule.

The Company wishes to retain as much flexibility as possible to issue additional equity securities in the future without having to obtain Shareholder approval for such issues under Listing Rule 7.1. Accordingly, the Company is seeking Shareholder ratification pursuant to Listing Rule 7.4 for the issue of the Klyp Shares.

Resolutions 1 to 4 seek Shareholder ratification pursuant to Listing Rule 7.4 for the issue of the Klyp Shares.

1.3 Technical information required by Listing Rule 14.1A

If Resolutions 1 to 4 are passed, the Klyp Shares will be excluded in calculating the Company's combined 25% limit in Listing Rules 7.1 and 7.1A, effectively increasing the number of equity securities the Company can issue without Shareholder approval over the 12-month period following the date of issue of the Klyp Shares.

If Resolutions 1 to 4 are not passed, the Klyp Shares will be included in calculating the Company's combined 25% limit in Listing Rules 7.1 and 7.1A, effectively decreasing the number of equity securities that the Company can issue without Shareholder approval over the 12-month period following the date of issue of the Klyp Shares.

1.4 Technical information required by Listing Rule 7.5

Pursuant to and in accordance with Listing Rule 7.5, the following information is provided in relation to Resolutions 1 to 4:

- (a) the Klyp Shares were issued to Klyp Australia;
- (b) 9,616,333 Shares were issued and the Klyp Shares issued are all fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares;

- (c) the Klyp Shares were issued on the respective dates set out in Section 1.1;
- (d) the deemed issue prices for the Klyp Shares are set out in Section 1.1. The Company has not received any consideration for the issue of the Klyp Shares other than the services provided by Klyp Australia pursuant to the Klyp Services Agreement;
- (e) the purpose of the issue of the Klyp Shares was to satisfy the Company's contractual obligations under the Klyp Services Agreement; and
- (f) the Klyp Shares were issued to Klyp Australia under the Klyp Services Agreement. A summary of the material terms of the Klyp Services Agreement is set out in Schedule 1.

2. RESOLUTIONS 5 TO 7 RATIFICATION OF PRIOR ISSUE OF SHARES TO CITY PUBLIC RELATIONS

2.1 General

The Company has engaged City Public Relations on an ad-hoc, time and materials basis since November 2021 to provide public relations services to the Company. The Company has issued Shares to City Public Relations in settlement of invoices for services provided.

The Company has issued City Public Relations an aggregate of 559,617 Shares (the **City Public Relations Shares**), comprising:

- (a) 84,616 Shares at a deemed issue price of \$0.052 on 14 October 2022 (the subject of Resolution 5); and
- (b) 275,000 Shares at a deemed issue price of \$0.04 on 20 December 2022 (the subject of Resolution 6); and
- (c) 200,001 Shares at a deemed issue price of \$0.033 on 3 February 2023 (the subject of Resolution 7).

As summarised in Section 1.2 above, Listing Rule 7.1 limits the amount of equity securities that a listed company can issue without the approval of its shareholders over any 12-month period to 15% of the fully paid ordinary securities it had on issue at the start of that 12-month period.

Under Listing Rule 7.1A, an eligible entity can seek approval from its members, by way of a special resolution passed at its annual general meeting, to increase this 15% limit by an extra 10% to 25%.

The Company's ability to utilise the additional 10% capacity provided for in Listing Rule 7.1A for issues of equity securities was approved by shareholders at its 2022 AGM.

The issue of the City Public Relations Shares does not fit within any of the exceptions set out in Listing Rule 7.2 and, as it has not yet been approved by Shareholders, it effectively uses up part of the 15% limit in Listing Rule 7.1, reducing the Company's capacity to issue further equity securities without Shareholder approval under Listing Rule 7.1 for the 12-month period following the date of issue of the City Public Relations Shares.

Listing Rule 7.4 allows the shareholders of a listed company to approve an issue of equity securities after it has been made or agreed to be made. If they do, the

issue is taken to have been approved under Listing Rule 7.1 and so does not reduce the company's capacity to issue further equity securities without shareholder approval under that rule.

The Company wishes to retain as much flexibility as possible to issue additional equity securities in the future without having to obtain Shareholder approval for such issues under Listing Rule 7.1. Accordingly, the Company is seeking Shareholder ratification pursuant to Listing Rule 7.4 for the issue of the City Public Relations Shares.

Resolutions 5 to 7 seek Shareholder ratification pursuant to Listing Rule 7.4 for the issue of the City Public Relations Shares.

2.2 Technical information required by Listing Rule 14.1A

If Resolutions 5 to 7 are passed, the City Public Relations Shares will be excluded in calculating the Company's combined 25% limit in Listing Rules 7.1 and 7.1A, effectively increasing the number of equity securities the Company can issue without Shareholder approval over the 12-month period following the date of issue of the City Public Relations Shares.

If Resolutions 5 to 7 are not passed, the City Public Relations Shares will be included in calculating the Company's combined 25% limit in Listing Rules 7.1 and 7.1A, effectively decreasing the number of equity securities that the Company can issue without Shareholder approval over the 12-month period following the date of issue of the City Public Relations Shares.

2.3 Technical information required by Listing Rule 7.5

Pursuant to and in accordance with Listing Rule 7.5, the following information is provided in relation to Resolutions 5 to 7:

- (a) the City Public Relations Shares were issued to City Public Relations;
- (b) an aggregate of 559,617 City Public Relations Shares were issued and the City Public Relations Shares issued are all fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares;
- (c) the City Public Relations Shares were issued as follows:
 - (i) 84,616 Shares were issued to City Public Relations on 14 October 2022 (the subject of Resolution 5);
 - (ii) 275,000 Shares were issued to City Public Relations on 20 December 2022 (the subject of Resolution 6); and
 - (iii) 200,001 Shares were issued to City Public Relations on 3 February 2023 (the subject of Resolution 7).
- (d) the deemed issue prices for the City Public Relations Shares are set out in Section 2.1. The Company has not and will not receive any consideration for the issue of the City Public Relations Shares; and
- (e) the City Public Relations Shares were not issued pursuant to an agreement. The purpose of the issue of the City Public Relations Shares was as settlement of invoices for ad-hoc public relations and investor relations services provided to the Company on a time and materials basis.

3. RESOLUTION 8 RATIFICATION OF PRIOR ISSUE OF SHARES – AMRAM (MARCH 2023)

3.1 General

On 17 March 2023, the Company issued 6,818,182 Shares to Advanced Monetary Reserve Asset Management Pty Ltd (**AMRAM**) at an issue price of \$0.022 per Share as fees relating to a capital raising facility announced on 17 March 2023 (**AMRAM Shares**).

As summarised in Section 1.2 above, Listing Rule 7.1 limits the amount of equity securities that a listed company can issue without the approval of its shareholders over any 12-month period to 15% of the fully paid ordinary securities it had on issue at the start of that 12-month period.

Under Listing Rule 7.1A, an eligible entity can seek approval from its members, by way of a special resolution passed at its annual general meeting, to increase this 15% limit by an extra 10% to 25%.

The Company's ability to utilise the additional 10% capacity provided for in Listing Rule 7.1A for issues of equity securities was approved by shareholders at the 2022 AGM.

The issue of the AMRAM Shares does not fit within any of the exceptions set out in Listing Rule 7.2 and, as it has not yet been approved by Shareholders, it effectively uses up part of the 15% limit in Listing Rule 7.1, reducing the Company's capacity to issue further equity securities without Shareholder approval under Listing Rule 7.1 for the 12-month period following the date of issue of the Placement Shares.

Listing Rule 7.4 allows the shareholders of a listed company to approve an issue of equity securities after it has been made or agreed to be made. If they do, the issue is taken to have been approved under Listing Rule 7.1 and so does not reduce the company's capacity to issue further equity securities without shareholder approval under that rule.

The Company wishes to retain as much flexibility as possible to issue additional equity securities in the future without having to obtain Shareholder approval for such issues under Listing Rule 7.1. Accordingly, the Company is seeking Shareholder ratification pursuant to Listing Rule 7.4 for the issue of the AMRAM Shares.

Resolution 8 seeks Shareholder ratification pursuant to Listing Rule 7.4 for the issue of the AMRAM Shares.

3.2 Technical information required by Listing Rule 14.1A

If Resolution 8 is passed, the AMRAM Shares will be excluded in calculating the Company's combined 25% limit in Listing Rules 7.1 and 7.1A, effectively increasing the number of equity securities the Company can issue without Shareholder approval over the 12-month period following the date of issue of the AMRAM Shares.

If Resolution 8 is not passed, the AMRAM Shares will be included in calculating the Company's combined 25% limit in Listing Rules 7.1 and 7.1A, effectively decreasing the number of equity securities that the Company can issue without Shareholder approval over the 12-month period following the date of issue of the AMRAM Shares.

It is noted that the Company's ability to utilise the additional 10% capacity provided for in Listing Rule 7.1A for issues of equity securities was approved by shareholders at the 2022 AGM.

3.3 Technical information required by Listing Rule 7.5

Pursuant to and in accordance with Listing Rule 7.5, the following information is provided in relation to Resolution 8:

- (a) the AMRAM Shares were issued to AMRAM;
- (b) 6,818,182 Shares were issued, and the AMRAM Shares issued are all fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares;
- (c) the AMRAM Shares were issued on 17 March 2023;
- (d) the deemed issue price was \$0.022 per AMRAM Shares. The Company has not and will not receive any other consideration for the issue of the AMRAM Shares;
- (e) the purpose of the issue of the AMRAM Shares was to satisfy the Company's contractual obligations in respect of the payment of fees to AMRAM under the AMRAM Agreement; and
- (f) the AMRAM Shares were issued to AMRAM pursuant to the AMRAM Agreement. A summary of the material terms of the AMRAM Agreement is set out in Schedule 3.

4. RESOLUTION 9 RATIFICATION OF PRIOR ISSUE OF OPTIONS – LDA CAPITAL

4.1 General

On 20 March 2023, the Company issued 13,899,341 unlisted options to LDA Capital pursuant to an equity funding agreement announced on 27 February 2023 (**LDA Options**). The LDA Options have an exercise price of \$0.0351 each and expire on 20 March 2026.

As summarised in Section 1.2 above, Listing Rule 7.1 limits the amount of equity securities that a listed company can issue without the approval of its shareholders over any 12-month period to 15% of the fully paid ordinary securities it had on issue at the start of that 12-month period.

Under Listing Rule 7.1A, an eligible entity can seek approval from its members, by way of a special resolution passed at its annual general meeting, to increase this 15% limit by an extra 10% to 25%.

The Company's ability to utilise the additional 10% capacity provided for in Listing Rule 7.1A for issues of equity securities was approved by shareholders at the 2022 AGM.

The issue of the LDA Options does not fit within any of the exceptions set out in Listing Rule 7.2 and, as it has not yet been approved by Shareholders, it effectively uses up part of the 15% limit in Listing Rule 7.1, reducing the Company's capacity to issue further equity securities without Shareholder approval under Listing Rule 7.1 for the 12-month period following the date of issue of the LDA Options.

Listing Rule 7.4 allows the shareholders of a listed company to approve an issue of equity securities after it has been made or agreed to be made. If they do, the issue is taken to have been approved under Listing Rule 7.1 and so does not reduce the company's capacity to issue further equity securities without shareholder approval under that rule.

The Company wishes to retain as much flexibility as possible to issue additional equity securities in the future without having to obtain Shareholder approval for such issues under Listing Rule 7.1. Accordingly, the Company is seeking Shareholder ratification pursuant to Listing Rule 7.4 for the issue of the LDA Options.

Resolution 9 seeks Shareholder ratification pursuant to Listing Rule 7.4 for the issue of the LDA Options.

4.2 Technical information required by Listing Rule 14.1A

If Resolution 9 is passed, the LDA Options will be excluded in calculating the Company's 15% limit in Listing Rule 7.1, effectively increasing the number of equity securities the Company can issue without Shareholder approval over the 12-month period following the date of issue of the LDA Options.

If Resolution 9 is not passed, the LDA Options will be included in calculating the Company's 15% limit in Listing Rule 7.1, effectively decreasing the number of equity securities that the Company can issue without Shareholder approval over the 12-month period following the date of issue of the LDA Options.

4.3 Technical information required by Listing Rule 7.5

Pursuant to and in accordance with Listing Rule 7.5, the following information is provided in relation to Resolution 9:

- (a) the LDA Options were issued to LDA Capital;
- (b) 13,899,341 unlisted Options were issued;
- (c) the LDA Options were issued on 20 March 2023;
- (d) the terms and conditions of the LDA Options are set out in Schedule 5;
- (e) the LDA Options were issued at a nil issue price, and as such no funds were raised from the issue of the LDA Options. The Company will not receive any other consideration for the issue of the LDA Options (other than in respect of funds received on exercise of the LDA Options);
- (f) the purpose of the issue of the LDA Options was to satisfy the Company's obligations pursuant to the LDA Placement Agreement; and
- (g) the LDA Options were issued to LDA Capital under the LDA Placement Agreement. A summary of the material terms of the LDA Placement Agreement is set out in Schedule 2.

5. RESOLUTION 10 APPROVAL TO ISSUE PLACEMENT SHARES

5.1 General

On 17 March 2023, the Company announced a capital raising facility with AMRAM (the **AMRAM Agreement**). The AMRAM Agreement anticipates two

placements of up to \$1 million each by 30 June 2023 (subject to available placement capacity approved by Shareholders), with the balance of the proposed \$5 million in placements to be raised in instalments by mutual agreement within a Placement Period to 17 September 2024.

The Company is seeking Shareholder approval to issue up to 100,000,000 Shares under the first two placements (**Placement Shares**).

As summarised in Section 1.2 above, Listing Rule 7.1 limits the amount of equity securities that a listed company can issue without the approval of its shareholders over any 12-month period to 15% of the fully paid ordinary securities it had on issue at the start of that 12-month period.

Under Listing Rule 7.1A, an eligible entity can seek approval from its members, by way of a special resolution passed at its annual general meeting, to increase this 15% limit by an extra 10% to 25%.

The Company's ability to utilise the additional 10% capacity provided for in Listing Rule 7.1A for issues of equity securities was approved by shareholders at the 2022 AGM.

The proposed issue of the Placement Shares does not fit within any of the exceptions set out in Listing Rule 7.2 and, as it has not yet been approved by Shareholders, and subject to the outcome of the prior resolutions in this Meeting, would consume and / or exceed the 15% limit in Listing Rule 7.1 and 10% limit under Listing Rule 7.1A. The proposed Placement Shares therefore require the approval of Shareholders under Listing Rule 7.1.

5.2 Technical information required by Listing Rule 14.1A

If Resolution 10 is passed, the Company will be able to proceed with the issue of the Placement Shares. In addition, the issue of the Placement Shares will be excluded from the calculation of the number of equity securities that the Company can issue without Shareholder approval under Listing Rule 7.1.

If Resolution 10 is not passed, the issue of the Placement Shares can still proceed up to the capacity remaining under the 15% limit in Listing Rule 7.1 and 10% limit under Listing Rule 7.1A. At the date of preparation of this Notice of Meeting, the remaining capacity is approximately 594,000 shares under Listing Rule 7.1 and 22,130,000 shares under Listing Rules 7.1A, however, that may change subject to the outcome of the other resolutions in this Meeting. Any Placement Shares issued without Shareholder approval will reduce, to that extent, the Company's capacity to issue equity securities without Shareholder approval under Listing Rules 7.1 and 7.1A for 12 months following the issue.

Resolution 10 seeks Shareholder approval for the purposes of Listing Rule 7.1 for the issue of the Placement Shares.

5.3 Technical information required by Listing Rule 7.3

Pursuant to and in accordance with Listing Rule 7.3, the following information is provided in relation to Resolution 10:

- (a) the Placement Shares will be issued to sophisticated and professional investors identified by AMRAM. The recipients will be identified through a bookbuild process, which will involve AMRAM seeking expressions of interest to participate in the capital raising from non-related parties of the Company;

- (b) in accordance with paragraph 7.4 of ASX Guidance Note 21, the Company confirms that none of the recipients will be:
 - (i) related parties of the Company, members of the Company's Key Management Personnel, substantial holders of the Company, advisers of the Company or an associate of any of these parties; and
 - (ii) issued more than 1% of the issued capital of the Company;
- (c) the maximum number of Placement Shares to be issued is 100,000,000. The number of Placement Shares to be issued will be determined by the 5-day VWAP at the day prior to each placement. It is proposed to raise \$2,000,000 in two placements prior to 30 June 2023 which, using the rounded 5-day VWAP at the time of preparing this notice of \$0.02 each, would require 100,000,000 Shares to be issued. This number of Placement Shares has been adopted as the maximum number of Placement Shares for Shareholder approval;
- (d) the issue price for the Placement Shares will be determined by the 5-day VWAP at the day prior to each placement. The 5-day VWAP at the time of preparing this Notice of \$0.02 (rounded down to the nearest whole cent) is used to determine the number of maximum number of Placement Shares for approval;
- (e) the Placement Shares will be issued as fully paid ordinary shares in the capital of the Company on the same terms and conditions as the Company's existing Shares;
- (f) the Placement Shares will be issued at the 5-day VWAP at the day prior to each placement. The Company has not and will not receive any other consideration for the issue of the Placement Shares;
- (g) the Placement Shares will be issued no later than 3 months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules) and it is intended that issue of the Placement Shares will occur on the same date;
- (h) the purpose of the issue of the Placement Shares is to raise up to \$2,000,000, which will be applied towards working capital;
- (i) the Placement Shares are being issued pursuant to the AMRAM Agreement. A summary of the material terms of the AMRAM Agreement is set out in Schedule 3; and
- (j) the Placement Shares are not being issued under, or to fund a reverse takeover.

5.4 Dilution

Assuming no options are exercised, no convertible securities are converted or other Shares issued and the maximum number of Placement Shares are issued, the number of Shares on issue would increase from 233,189,020 (being the number of Shares on issue as at the date of this Notice) to 333,189,020 and the shareholding of existing Shareholders would be diluted by approximately 30%.

6. RESOLUTIONS 11 AND 12 APPROVAL TO ISSUE BROKER SHARES AND OPTIONS

6.1 General

On 17 March 2023, the Company entered into the AMRAM Agreement with AMRAM to, among other things, extend its existing line of credit facility.

The Company is seeking Shareholder approval to issue up to 17,500,000 Shares (**Broker Shares**) (the subject of Resolution 11) and up to 20,000,000 Options (**Broker Options**) (the subject of Resolution 12) to AMRAM (or its nominees) pursuant to the AMRAM Agreement.

As summarised in Section 1.2 above, Listing Rule 7.1 limits the amount of equity securities that a listed company can issue without the approval of its shareholders over any 12-month period to 15% of the fully paid ordinary securities it had on issue at the start of that 12-month period.

The proposed issue of the Broker Shares and Broker Options does not fall within any of the exceptions set out in Listing Rule 7.2 and subject to the outcome of the prior resolutions in this Meeting, would consume and / or exceed the 15% limit in Listing Rule 7.1. The proposed Placement Shares therefore require the approval of Shareholders under Listing Rule 7.1.

6.2 Technical information required by Listing Rule 14.1A

If Resolutions 11 and 12 are passed, the Company will be able to proceed with the issue of the Broker Shares and Broker Options. In addition, the issue of the Broker Shares and Broker Options will be excluded from the calculation of the number of equity securities that the Company can issue without Shareholder approval under Listing Rule 7.1.

If Resolutions 11 and 12 are not passed, the issue of the Broker Shares and Broker Options will likely be unable proceed, or will only be able to proceed at a reduced volume up to the capacity available under the 15% limit in Listing Rule 7.1, which will reduce, to that extent, the Company's capacity to issue equity securities without Shareholder approval under Listing Rule 7.1 for 12 months following the issue.

Resolutions 11 and 12 seek Shareholder approval for the purposes of Listing Rule 7.1 for the issue of the Broker Shares and Broker Options.

6.3 Technical information required by Listing Rule 7.3

Pursuant to and in accordance with Listing Rule 7.3, the following information is provided in relation to Resolution 11:

- (a) the Broker Shares will be issued to AMRAM (or its nominees);
- (b) the maximum number of Broker Shares to be issued is 17,500,000;
- (c) the number of Broker Shares to be issued will be determined by the 5-day VWAP at the day prior to each placement. As the VWAP will not be known until each placement, the VWAP at the time of preparing this Notice of \$0.021 (rounded to \$0.02 for calculations) is used to determine the number of Shares for approval. The fee is \$350,000 in fully paid ordinary shares based on the 5-day VWAP upon completion of the first \$1

million placement (or pro-rata proportion thereof). The maximum number of Broker Shares to be issued is therefore 17,500,000 Broker Shares;

- (d) the Broker Shares will be issued as fully paid ordinary shares in the capital of the Company on the same terms and conditions as the Company's existing Shares;
- (e) the Broker Shares will be issued at a nil issue price, and as such no funds will be raised from the issue of the Broker Shares;
- (f) the Broker Shares will be issued no later than 3 months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules) and it is intended that issue of the Broker Shares will occur on the same date;
- (g) the purpose of the issue of the Broker Shares is as payment of consideration pursuant to the AMRAM Agreement;
- (h) the Broker Shares are being issued under the AMRAM Agreement. A summary of the material terms of the AMRAM Agreement is set out in Schedule 3; and
- (i) the Broker Shares are not being issued under, or to fund, a reverse takeover.

Pursuant to and in accordance with Listing Rule 7.3, the following information is provided in relation to Resolution 12:

- (a) the Broker Options will be issued to AMRAM;
- (b) the maximum number of Broker Options to be issued is 20,000,000 on completion of the first two \$1 million placements (or pro-rata in proportion thereof). The terms and conditions of the Broker Options are set out in Schedule 6;
- (c) the Broker Options will be issued no later than 3 months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules) and it is intended that issue of the Broker Options will occur on the same date;
- (d) the Broker Options will be issued at a nil issue price, and as such no funds will be raised from the issue of the Broker Options (other than the funds raised on exercise of the Broker Options);
- (e) the purpose of the issue of the Broker Options is as consideration pursuant to the AMRAM Agreement;
- (f) the Broker Options are being issued under the AMRAM Agreement. A summary of the material terms of the AMRAM Agreement is set out in Schedule 3; and
- (g) the Broker Options are not being issued under, or to fund, a reverse takeover.

7. RESOLUTION 13 APPROVAL TO ISSUE SHARES TO ORANGE NOMINEES

7.1 General

The Company is seeking approval to issue 3,846,154 Shares to Orange Nominees (or its nominees) at an issue price of \$0.026 per Share to raise \$100,000 under a placement (the **Orange Nominees Placement Shares**).

As summarised in Section 1.2 above, Listing Rule 7.1 limits the amount of equity securities that a listed company can issue without the approval of its shareholders over any 12-month period to 15% of the fully paid ordinary securities it had on issue at the start of that 12-month period.

Under Listing Rule 7.1A, an eligible entity can seek approval from its members, by way of a special resolution passed at its annual general meeting, to increase this 15% limit by an extra 10% to 25%.

The Company's ability to utilise the additional 10% capacity provided for in Listing Rule 7.1A for issues of equity securities was approved by shareholders at its 2022 AGM.

The issue of the Orange Nominees Placement Shares does not fit within any of the exceptions set out in Listing Rule 7.2 and, as it has not yet been approved by Shareholders, it effectively uses up part of the 15% limit in Listing Rule 7.1, reducing the Company's capacity to issue further equity securities without Shareholder approval under Listing Rule 7.1 for the 12-month period following the date of issue of the Placement Shares.

7.2 Technical information required by Listing Rule 14.1A

If Resolution 13 is passed, the Company will be able to proceed with the issue of the Orange Nominees Placement Shares. In addition, the issue of the Orange Nominees Placement Shares will be excluded from the calculation of the number of equity securities that the Company can issue without Shareholder approval under Listing Rule 7.1.

If Resolution 13 is not passed, the issue of the Orange Nominees Placement Shares can still proceed up to the capacity remaining under the 15% limit in Listing Rule 7.1 and 10% limit under Listing Rule 7.1A. At the date of preparation of this Notice of Meeting, the remaining capacity is approximately 594,000 shares under Listing Rule 7.1 and 22,130,000 shares under Listing Rules 7.1A, however, that may change subject to the outcome of the other resolutions in this Meeting. Any Orange Nominees Placement Shares issued without Shareholder approval will reduce, to that extent, the Company's capacity to issue equity securities without Shareholder approval under Listing Rules 7.1 and 7.1A for 12 months following the issue.

Resolution 13 seeks Shareholder approval for the purposes of Listing Rule 7.1 for the issue of the Orange Nominees Placement Shares.

7.3 Technical information required by Listing Rule 7.3

Pursuant to and in accordance with Listing Rule 7.3, the following information is provided in relation to Resolution 13:

- (a) the Orange Nominees Placement Shares will be issued to Orange Nominees (or its nominees);

- (b) the maximum number of Orange Nominees Placement Shares to be issued is 3,864,154;
- (c) the Orange Nominees Placement Shares will be issued no later than 3 months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules) and it is intended that the issue of Orange Nominees Placement Shares will occur on the same date;
- (d) the Orange Nominees Placement Shares will be issued at an issue price of \$0.026. The Company has not and will not receive any other consideration for the issue of the Orange Nominees Placement Shares;
- (e) the Orange Nominees Placement Shares will not be issued pursuant to an agreement. The purpose of the issue of the Orange Nominees Placement Shares is to raise \$100,000; and
- (f) the Orange Nominees Placement Shares are not being issued under, or to fund, a reverse takeover.

8. RESOLUTIONS 14 AND 15 APPROVAL TO ISSUE SHARES AND OPTIONS TO STA

8.1 General

The Company has engaged STA on an ad-hoc, time and materials basis since December 2020 to provide marketing and business to business lead generation services, and IT and administrative support to the Company. The Company has previously issued Shares in settlement of invoices for services provided.

The Company is seeking approval to issue to STA (or its nominees) 9,615,385 Shares, at a deemed issue price of \$0.026 (the subject of Resolution 14) (the **STA Shares**) and 9,000,000 Options with an exercise price of \$0.03 each and an expiry date of 3 years after the Meeting (the subject of Resolution 15) (the **STA Options**).

As summarised in Section 1.2 above, Listing Rule 7.1 limits the amount of equity securities that a listed company can issue without the approval of its shareholders over any 12-month period to 15% of the fully paid ordinary securities it had on issue at the start of that 12-month period.

The proposed issue of the STA Shares and STA Options does not fall within any of the exceptions set out in Listing Rule 7.2 and subject to the outcome of the prior resolutions in this Meeting, would consume and / or exceed the 15% limit in Listing Rule 7.1. The proposed STA Shares and STA Options therefore require the approval of Shareholders under Listing Rule 7.1.

8.2 Technical information required by Listing Rule 14.1A

If Resolutions 14 and 15 are passed, the Company will be able to proceed with the issue of the STA Shares and STA Options. In addition, the issue of the STA Shares and STA Options will be excluded from the calculation of the number of equity securities that the Company can issue without Shareholder approval under Listing Rule 7.1.

If Resolutions 14 and 15 are not passed, the issue of the STA Shares and STA Options will likely be unable proceed, or will only be able to proceed at a reduced volume up to the capacity available under the 15% limit in Listing Rule 7.1, which will

reduce, to that extent, the Company's capacity to issue equity securities without Shareholder approval under Listing Rule 7.1 for 12 months following the issue.

Resolutions 14 and 15 seek Shareholder approval for the purposes of Listing Rule 7.1 for the issue of the STA Shares and STA Options.

8.3 Technical information required by Listing Rule 7.3

Pursuant to and in accordance with Listing Rule 7.3, the following information is provided in relation to Resolution 14:

- (a) the STA Shares will be issued to STA (or its nominees);
- (b) the maximum number of STA Shares to be issued is 9,615,385;
- (c) the deemed issue price for the STA Shares is \$0.026 each;
- (d) the STA Shares will be issued as fully paid ordinary shares in the capital of the Company on the same terms and conditions as the Company's existing Shares;
- (e) the STA Shares will be issued for no consideration, and as such no funds will be raised from the issue of the STA Shares;
- (f) the STA Shares will be issued no later than 3 months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules) and it is intended that issue of the STA Shares will occur on the same date;
- (g) the STA Shares will be issued at a deemed issue price of \$0.026. The Company has not and will not receive any other consideration for the issue of the STA Shares;
- (h) the STA Shares will not be issued pursuant to an agreement. The purpose of the issue of the STA Shares is as settlement of invoices for services provided to the Company; and
- (i) the STA Shares are not being issued under, or to fund, a reverse takeover.

Pursuant to and in accordance with Listing Rule 7.3, the following information is provided in relation to Resolution 15:

- (j) the STA Options will be issued to STA (or its nominees);
- (k) the maximum number of STA Options to be issued is 9,000,000. The terms and conditions of the STA Options are set out in Schedule 7;
- (l) the STA Options will be issued no later than 3 months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules) and it is intended that issue of the STA Options will occur on the same date;
- (m) the STA Options will be issued at a nil issue price, and as such no funds will be raised from the issue of the STA Options (other than the funds raised on exercise of the STA Options);

- (n) the STA Options will not be issued pursuant to an agreement. The purpose of the issue of the STA Options is as settlement of invoices for services provided to the Company; and
- (o) the STA Options are not being issued under, or to fund, a reverse takeover.

9. RESOLUTIONS 16 AND 17 APPROVAL TO ISSUE OPTIONS TO THE CFO SOLUTION

9.1 General

On 27 April 2022, the Company entered into a services agreement with The CFO Solution to provide certain finance, administration and secretarial services to the Company.

The Company is seeking approval to issue to The CFO Solution (or its nominees) 4,864,769 options on same terms as LDA Options (the subject of Resolution 16) and 7,000,000 options on same terms as Broker Options (the subject of Resolution 17) (the **CFO Options**), in settlement of invoices for services provided to the Company under the CFO Solution Services Agreement.

As summarised in Section 1.2 above, Listing Rule 7.1 limits the amount of equity securities that a listed company can issue without the approval of its shareholders over any 12-month period to 15% of the fully paid ordinary securities it had on issue at the start of that 12-month period.

The proposed issue of the CFO Options does not fall within any of the exceptions set out in Listing Rule 7.2 and subject to the outcome of the prior resolutions in this Meeting, would consume and / or exceed the 15% limit in Listing Rule 7.1. The proposed CFO Options therefore require the approval of Shareholders under Listing Rule 7.1.

9.2 Technical information required by Listing Rule 14.1A

If Resolutions 16 and 17 are passed, the Company will be able to proceed with the issue of the CFO Options. In addition, the issue of the CFO Options will be excluded from the calculation of the number of equity securities that the Company can issue without Shareholder approval under Listing Rule 7.1.

If Resolutions 16 and 17 are not passed, the issue of the CFO Options will likely be unable proceed, or will only be able to proceed at a reduced volume up to the capacity available under the 15% limit in Listing Rule 7.1, which will reduce, to that extent, the Company's capacity to issue equity securities without Shareholder approval under Listing Rule 7.1 for 12 months following the issue.

Resolutions 16 and 17 seek Shareholder approval for the purposes of Listing Rule 7.1 for the issue of the CFO Options.

9.3 Technical information required by Listing Rule 7.3

Pursuant to and in accordance with Listing Rule 7.3, the following information is provided in relation to Resolutions 16 and 17:

- (a) the CFO Options will be issued to The CFO Solution (or its nominees);
- (b) the maximum number of CFO Options to be issued is 11,864,769;

- (c) 4,864,769 CFO Options will be issued on the same terms and conditions as the LDA Options which are set out at Schedule 5 and 7,000,000 CFO Options will be issued on the same terms and conditions as the Broker Options which are set out Schedule 6;
- (d) the CFO Options will be issued no later than 3 months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules) and it is intended that issue of the CFO Options will occur on the same date;
- (e) the CFO Options will be issued at a nil issue price, and as such no funds will be raised from the issue of the CFO Options (other than any funds raised on exercise of the CFO Options);
- (f) the purpose of the issue of the CFO Options is as settlement of invoices for services provided to the Company under the CFO Solution Services Agreement;
- (g) the CFO Options will be issued to The CFO Solution (or its nominees) under the CFO Solution Services Agreement. A summary of the material terms of the CFO Solution Services Agreement is set out in Schedule 4; and
- (h) the CFO Options are not being issued under, or to fund, a reverse takeover.

10. RESOLUTION 18 APPROVAL TO ISSUE SHARES TO CALAITE CAPITAL

10.1 General

The Company has engaged Calait Capital on an ad-hoc, time and materials basis to provide integration and marketing services to the Company.

The Company is seeking approval to issue to Calait Capital (or its nominees) 1,269,231 Shares at a deemed issue price of \$0.026 in settlement of invoices for services provided (the **Calait Shares**).

As summarised in Section 1.2 above, Listing Rule 7.1 limits the amount of equity securities that a listed company can issue without the approval of its shareholders over any 12-month period to 15% of the fully paid ordinary securities it had on issue at the start of that 12-month period.

Under Listing Rule 7.1A, an eligible entity can seek approval from its members, by way of a special resolution passed at its annual general meeting, to increase this 15% limit by an extra 10% to 25%.

The Company's ability to utilise the additional 10% capacity provided for in Listing Rule 7.1A for issues of equity securities was approved by shareholders at the 2022 AGM.

The proposed issue of the Calait Shares does not fit within any of the exceptions set out in Listing Rule 7.2 and, as it has not yet been approved by Shareholders, and subject to the outcome of the prior resolutions in this Meeting, would consume and / or exceed the 15% limit in Listing Rule 7.1 and 10% limit under Listing Rule 7.1A. The proposed Calait Shares therefore require the approval of Shareholders under Listing Rule 7.1.

10.2 Technical information required by Listing Rule 14.1A

If Resolution 18 is passed, the Company will be able to proceed with the issue of the Calaite Shares. In addition, the issue of the Calaite Shares will be excluded from the calculation of the number of equity securities that the Company can issue without Shareholder approval under Listing Rule 7.1.

If Resolution 18 is not passed, the issue of the Calaite Shares can still proceed up to the capacity remaining under the 15% limit in Listing Rule 7.1 and 10% limit under Listing Rule 7.1. At the date of preparation of this Notice of Meeting, the remaining capacity is approximately 594,000 shares under Listing Rule 7.1 and 22,130,000 shares under Listing Rules 7.1A, however, that may change subject to the outcome of the other resolutions in this Meeting. Any Calaite Shares issued without shareholder approval will reduce, to that extent, the Company's capacity to issue equity securities without Shareholder approval under Listing Rules 7.1 and 7.1A for 12 months following the issue.

Resolution 18 seeks Shareholder approval for the purposes of Listing Rule 7.1 for the issue of the Calaite Shares.

10.3 Technical information required by Listing Rule 7.3

Pursuant to and in accordance with Listing Rule 7.3, the following information is provided in relation to Resolution 18:

- (a) the Calaite Shares will be issued to Calaite Capital (or its nominees);
- (b) the maximum number of Calaite Shares to be issued is 1,269,231;
- (c) the Calaite Shares will be issued no later than 3 months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules) and it is intended that issue of the Calaite Shares will occur on the same date;
- (d) the Calaite Shares will be issued at a deemed issue price of \$0.026. The Company has not and will not receive any other consideration for the issue of the Calaite Shares;
- (e) the Calaite Shares will not be issued pursuant to an agreement. The purpose of the issue of the Calaite Shares is as settlement of invoices for services provided to the Company; and
- (f) the Calaite Shares are not being issued under, or to fund, a reverse takeover.

11. RESOLUTION 19 APPROVAL TO ISSUE SHARES TO KLYP AUSTRALIA

11.1 General

On 6 April 2021, the Company entered into the Klyp Services Agreement.

In consideration for the services, the Company has agreed to satisfy the amount owing to Klyp Australia (exclusive of GST) under the Klyp Services Agreement through the issue of Shares.

Section 1.1 above details the proposed ratification of prior issues of Shares to Klyp Australia.

The Company is seeking approval to issue to Klyp Australia (or its nominees) an additional 5,769,231 in settlement of invoices for services provided and to be provided at a deemed issue price of \$0.026 each (the **Klyp Prospective Shares**).

As summarised in Section 1.2 above, Listing Rule 7.1 limits the amount of equity securities that a listed company can issue without the approval of its shareholders over any 12-month period to 15% of the fully paid ordinary securities it had on issue at the start of that 12-month period.

Under Listing Rule 7.1A, an eligible entity can seek approval from its members, by way of a special resolution passed at its annual general meeting, to increase this 15% limit by an extra 10% to 25%.

The Company's ability to utilise the additional 10% capacity provided for in Listing Rule 7.1A for issues of equity securities was approved by shareholders at the 2022 AGM.

The proposed issue of the Klyp Prospective Shares does not fit within any of the exceptions set out in Listing Rule 7.2 and, as it has not yet been approved by Shareholders, and subject to the outcome of the prior resolutions in this Meeting, would consume and / or exceed the 15% limit in Listing Rule 7.1 and 10% limit under Listing Rule 7.1A. The proposed Klyp Prospective Shares therefore require the approval of Shareholders under Listing Rule 7.1.

11.2 Technical information required by Listing Rule 14.1A

If Resolution 19 is passed, the Company will be able to proceed with the issue of the Klyp Prospective Shares. In addition, the issue of the Klyp Prospective Shares will be excluded from the calculation of the number of equity securities that the Company can issue without Shareholder approval under Listing Rule 7.1.

If Resolution 19 is not passed, the issue of the Klyp Prospective Shares can still proceed up to the capacity remaining under the 15% limit in Listing Rule 7.1 and 10% limit under Listing Rule 7.1A. At the date of preparation of this Notice of Meeting, the remaining capacity is approximately 594,000 shares under Listing Rule 7.1 and 22,130,000 shares under Listing Rules 7.1A, however, that may change subject to the outcome of the other resolutions in this Meeting. Any Klyp Prospective Shares issued without Shareholder approval will reduce, to that extent, the Company's capacity to issue equity securities without Shareholder approval under Listing Rules 7.1 and 7.1A for 12 months following the issue.

Resolution 19 seeks Shareholder approval for the purposes of Listing Rule 7.1 for the issue of the Klyp Prospective Shares.

11.3 Technical information required by Listing Rule 7.3

Pursuant to and in accordance with Listing Rule 7.3, the following information is provided in relation to Resolution 19:

- (a) the Klyp Prospective Shares will be issued to Klyp Australia (or its nominees);
- (b) the maximum number of Klyp Prospective Shares to be issued is 5,769,231;
- (c) the Klyp Prospective Shares will be issued no later than 3 months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules) and it is intended that issue of the Klyp Prospective Shares will occur on the same date;

- (d) the Klyp Prospective Shares will be issued at a deemed issue price of \$0.026. The Company has not and will not receive any other consideration for the issue of the Klyp Prospective Shares;
- (e) the purpose of the issue of the Klyp Prospective Shares is to satisfy the Company's contractual obligations under the Klyp Services Agreement;
- (f) the Klyp Prospective Shares are proposed to be issued to Klyp Australia (or its nominees) under the Klyp Services Agreement. A summary of the material terms of the Klyp Services Agreement is set out in Schedule 1; and
- (g) the Klyp Prospective Shares are not being issued under, or to fund, a reverse takeover.

12. RESOLUTION 20 APPROVAL TO ISSUE SHARES TO CITY PUBLIC RELATIONS

12.1 General

The Company has engaged City Public Relations on an ad-hoc, time and materials basis since November 2021 to provide public relations services to the Company. The Company has issued Shares in settlement of invoices for services provided.

Section 2.1 above details the proposed ratification of prior issues of Shares to City Public Relations.

The Company seeking approval to issue to City Public Relations (or its nominees) an additional 923,077 in settlement of retainer for public relations services for twelve months at a deemed issue price of \$0.026 each (the **City PR Prospective Shares**).

The proposed issue of the City PR Prospective Shares does not fit within any of the exceptions set out in Listing Rule 7.2 and, as it has not yet been approved by Shareholders, and subject to the outcome of the prior resolutions in this Meeting, would consume and / or exceed the 15% limit in Listing Rule 7.1 and 10% limit under Listing Rule 7.1A. The proposed City PR Prospective Shares therefore require the approval of Shareholders under Listing Rule 7.1.

12.2 Technical information required by Listing Rule 14.1A

If Resolution 20 is passed, the Company will be able to proceed with the issue of the City PR Prospective Shares. In addition, the issue of the City PR Prospective Shares will be excluded from the calculation of the number of equity securities that the Company can issue without Shareholder approval under Listing Rule 7.1.

If Resolution 20 is not passed, the issue of the City PR Prospective Shares can still proceed up to the capacity remaining under the 15% limit in Listing Rule 7.1 and 10% limit under Listing Rule 7.1. At the date of preparation of this Notice of Meeting, the remaining capacity is approximately 594,000 shares under Listing Rule 7.1 and 22,130,000 shares under Listing Rules 7.1A, however, that may change subject to the outcome of the other resolutions in this Meeting. Any City PR Prospective Shares issued without Shareholder approval will reduce, to that extent, the Company's capacity to issue equity securities without Shareholder approval under Listing Rules 7.1 and 7.1A for 12 months following the issue.

Resolution 20 seeks Shareholder approval for the purposes of Listing Rule 7.1 for the issue of the City PR Prospective Shares.

12.3 Technical information required by Listing Rule 7.3

Pursuant to and in accordance with Listing Rule 7.3, the following information is provided in relation to Resolution 20:

- (a) the City PR Prospective Shares will be issued to City Public Relations (or its nominees);
- (b) the maximum number of City PR Prospective Shares to be issued is 923,077;
- (c) the City PR Prospective Shares will be issued no later than 3 months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules) and it is intended that issue of the City PR Prospective Shares will occur on the same date;
- (d) the City PR Prospective Shares will be issued at a deemed issue price of \$0.026. The Company has not and will not receive any other consideration for the issue of the City PR Prospective Shares;
- (e) the City PR Prospective Shares will not be issued pursuant to an agreement. The purpose of the issue of the City PR Prospective Shares is as settlement of invoices for public relations and investor relations services to be provided to the Company; and
- (f) the City PR Prospective Shares are not being issued under, or to fund, a reverse takeover.

GLOSSARY

\$ means Australian dollars.

2022 AGM means the Company's Annual General Meeting held 25 November 2022.

Admission means the Company's admission to the official list of ASX on 9 February 2022.

AEST means Australian Eastern Standard Time as observed in Melbourne, Victoria.

AMRAM means Advanced Monetary Reserve Asset Management Pty Ltd (ACN 621 800 931).

AMRAM Agreement means an equity funding agreement entered into between the Company and AMRAM announced on 17 March 2023 as summarised in Schedule 3.

ASX means ASX Limited (ACN 008 624 691) or the financial market operated by ASX Limited, as the context requires.

Board means the current board of directors of the Company.

Business Day means Monday to Friday inclusive, except New Year's Day, Good Friday, Easter Monday, Christmas Day, Boxing Day, and any other day that ASX declares is not a business day.

Calaite Capital means Calaite Capital Pty Ltd (ACN 661 959 511).

CFO Solution Services Agreement means the services agreement entered into between the Company and the CFO Solution on 27 April 2022 as summarised in Schedule 4.

Chair means the chair of the Meeting.

City Public Relations means City Public Relations Pty Ltd (ACN 155 940 953).

Company means My Rewards International Limited (ACN 095 009 742).

Constitution means the Company's constitution.

Corporations Act means the *Corporations Act 2001* (Cth).

Directors means the current directors of the Company.

Equity Securities includes a Share, a right to a Share or Option, an Option, a convertible security and any security that ASX decides to classify as an Equity Security.

Explanatory Statement means the explanatory statement accompanying the Notice.

Key Management Personnel has the same meaning as in the accounting standards issued by the Australian Accounting Standards Board and means those persons having authority and responsibility for planning, directing and controlling the activities of the Company, or if the Company is part of a consolidated entity, of the consolidated entity, directly or indirectly, including any director (whether executive or otherwise) of the Company, or if the Company is part of a consolidated entity, of an entity within the consolidated group.

Klyp Australia means Klyp Australia Pty Ltd (ACN 603 710 274).

Klyp Services Agreement means the services agreement entered into between the Company and Klyp Australia on 6 April 2022 and as summarised in Schedule 1.

LDA Capital means LDA Capital Limited (a company registered in the British Virgin Islands).

LDA Placement Agreement means the put option agreement entered into between the Company and LDA Capital on 23 February 2023 as summarised in Schedule 2.

Listing Rules means the Listing Rules of ASX.

Meeting means the meeting convened by the Notice.

Notice means this notice of meeting including the Explanatory Statement and the Proxy Form.

Option means an option to acquire a fully paid ordinary share in the capital of the Company.

Orange Nominees means Orange Nominees Pty Ltd (ACN 641 190 669).

Proxy Form means the proxy form accompanying the Notice.

Resolutions means the resolutions set out in the Notice, or any one of them, as the context requires.

Section means a section of the Explanatory Statement.

Share means a fully paid ordinary share in the capital of the Company.

Shareholder means a registered holder of a Share.

STA means Safe Transport Australia Inc (ACN 903 877 928).

The CFO Solution means The CFO Solution Team Pty Ltd (ACN 099 223 720).

VWAP means volume weighted average price.

SCHEDULE 1 – SUMMARY OF KLYP SERVICES AGREEMENT

The material terms of the Klyp Services Agreement are as follows:

Commencement Date	Klyp Australia commenced providing software development, marketing and strategy services (Services) to the Company on 6 April 2021.
Services	The Company and Klyp Australia agreed that the Services will be delivered as a series of discrete projects, which will be separately negotiated over the term of the Klyp Services Agreement.
Fees	<p>In consideration for the Services, the Company has agreed to pay amounts owing to Klyp Australia (exclusive of GST) in fully paid ordinary shares in the Company.</p> <p>Klyp Australia has agreed to provide up to \$1,000,000 worth of Services to the Company at the agreed hourly rate as set out below:</p> <ul style="list-style-type: none"> (a) professional fees for management and strategy teams - \$175.00; (b) professional fees for senior creatives, marketers and technologists - \$145.00; (c) professional fees for Australian and New Zealand team members - \$115.00; and (d) professional fees for India, Mauritius and Philippines teams - \$57.50.
Intellectual Property	<p>Klyp Australia acknowledges and agrees that the Company will own all intellectual property rights in any work resulting from the Services rendered, including but not limited to, copyright and trademark rights. Klyp Australia will take all necessary steps as practicable to ensure that the intellectual property will vest in and remain vested in the Company.</p> <p>Klyp Australia further grants to the Company a non-exclusive, transferable, royalty free, perpetual license to use and intellectual property rights owned by Klyp Australia, which have been used in completion of the Services, that were already in existence prior to commencing the Services.</p>
Termination by the Company	<ul style="list-style-type: none"> (a) The Company may terminate the Klyp Services Agreement for any reason by providing Klyp Australia with 30 days' written notice. (b) The Company may terminate the Klyp Services Agreement for any breach of the terms of the Klyp Services Agreement by providing 30 days written notice to Klyp Australia. The Company, at its discretion may allow Klyp Australia to remedy the breach within 14 days' notice. (c) Upon receiving notification of the Company's intent to terminate this Klyp Services Agreement, Klyp Australia will continue work on the Services until the end of the notice period, unless the Company provides express written notice to cease work on the Services.

	(d)	If the Company terminates the Klyp Services Agreement for reasons other than a breach of the terms of the Klyp Services Agreement, the Company will pay Klyp Australia for the portion of the Services completed to the date and time of cancellation.
Termination by Klyp Australia	(a)	Klyp Australia may terminate the Klyp Services Agreement by providing the Company with 30 days' written notice.
	(b)	Klyp Australia may terminate the Klyp Services Agreement for any breach of the terms of the Klyp Services Agreement by providing 14 days' written notice to the Company. During the 14 days' notice period, the Company reserves the right to remedy the breach. If the Company remedies the breach, the Klyp Services Agreement will not be terminated at the end of the notice period.
	(c)	Upon Klyp Australia providing notice of its intent to terminate this Klyp Services Agreement, Klyp Australia agrees to continue to provide the Services until the end of the notice period unless otherwise instructed by the Company to cease work.
	(d)	If Klyp Australia provides notice of intent to terminate the Klyp Services Agreement, the Company will pay for the Services which have been completed including during the notice period. If the Company elects to have Klyp Australia cease work upon receiving notification of Klyp Australia's intent to terminate, the Company will only be liable to pay amounts outstanding on work completed by Klyp Australia to the date the request to cease work was issued by the Company.

The Klyp Services Agreement otherwise contains provisions considered standard for an agreement of its nature.

SCHEDULE 2 – SUMMARY OF THE LDA PLACEMENT AGREEMENT

The material terms of the LDA Placement Agreement are as follows:

Term	36 months from the date of the LDA Placement Agreement (Term) plus the option of a one-year extension by written agreement of both parties.
Put Option – Equity Funding	The Company may access equity capital from LDA Capital by exercising put options at the Company's election during the Term. The equity will be issued from the Company's available LR 7.1 or 7.1A capacity or as approved by Shareholders from time to time.
Facility Limit	The Company may draw down an aggregate amount of up to \$15 million during the Term by the issue of Shares for subscription by LDA Capital.
Conditions	The Company may deliver to LDA Capital, capital call notices pursuant to which LDA Capital must subscribe for equity in the Company on closing, subject to Shareholder approval (if required) and the satisfaction of certain conditions precedent, including the lodgement of cleansing notices, application for quotation of the Shares, no breach or default by the Company and no material adverse effect in relation to the Company.
Capital Call Limits	The number of Shares subject to a capital call notice is limited to a maximum of 1,000% of the 15-day average trading volume on ASX immediately prior to the capital call.
Pricing	<p>The issue price of the Shares will be the higher of:</p> <ul style="list-style-type: none"> (a) 90% of the average VWAP of the Shares during the 30 trading day period after the capital call notice is issued (Pricing Period) subject to any applicable adjustments; and (b) the minimum acceptable price as notified by the Company to LDA Capital in the capital call notice. <p>The VWAP calculation is subject to adjustment as a result of certain events occurring including:</p> <ul style="list-style-type: none"> (a) the VWAP of Shares during the Pricing Period being less than 90% of the minimum acceptable price; (b) trading in the Company's Shares on ASX being suspended or halted; (c) the number of Shares trading on ASX on any trading day is less than 25% of the 15-day trading volume prior to the capital call notice; and (d) an event which has, or in which LDA Capital's reasonable opinion is likely to have, a material adverse effect on the Company. <p>LDA Capital has the right in its absolute discretion (but not the obligation) to reduce the Shares for subscription (following adjustment, if any) by up to 50% of the number of proposed capital call Shares.</p>

Fees	<p>The Company has agreed to pay LDA Capital a commitment fee of \$300,000, to be paid through \$75,000 instalments on each of the first four placements completed, with at least \$150,000 to be paid by 18 months from the date of the LDA Placement Agreement, and the entire amount to be paid by 2 years from the date of the LDA Placement Agreement (irrespective of whether any placements have been made).</p> <p>The Company is also responsible for any legal fees relating to the LDA Placement Agreement, up to a maximum of US\$25,000.</p>
LDA Options	<p>Within 60 days of the LDA Placement Agreement, the Company will issue to LDA Capital 13,899,341 unlisted Options with an exercise price of \$0.0351 and an expiry date of 3 years from their grant date.</p> <p>At 6, 12 and 18-month anniversaries after execution of the LDA Placement Agreement, the Company will issue additional Options to LDA Capital equal to 6% of the number of new Shares issued in that 6-month period divided by the fully diluted Shares outstanding at the end of the six-month period.</p> <p>The 6, 12 and 18-month Options shall have an expiry date on the third anniversary of their grant date, and will be priced as follows: if the average VWAP during the 30 days prior to the 6, 12 and 18-month anniversaries of the execution date of the LDA Placement Agreement of the Shares is less than 80% of \$0.0351, then the exercise price of the additional Options to be issued shall be a 115% premium to the previous 30-day VWAP.</p> <p>The LDA Options will otherwise be issued on the terms set out in Schedule 5.</p>

The LDA Placement Agreement otherwise contains provisions considered standard for an agreement of its nature.

SCHEDULE 3 – SUMMARY OF THE AMRAM AGREEMENT

The material terms of the AMRAM Agreement are as follows:

Term	<p>The obligations pursuant to the AMRAM Agreement comprise:</p> <ul style="list-style-type: none"> (a) AMRAM to source institutional and sophisticated investors to subscribe to placements in the Company totalling up to \$5 million on a 'best endeavours' basis in the period up to 17 September 2024; and (b) AMRAM extending the existing \$3.5 million unsecured line of credit facility (announced on 5 May 2022) until 31 December 2024 (which may be extended by a further 12 months by mutual agreement). <p>The equity shall be issued from the Company's available LR 7.1 or 7.1A capacity or as approved by Shareholders (if necessary) from time to time.</p>
Equity Placement Facility	<p>The placement facility comprises two placements of up to \$1 million each by 30 June 2024 (subject to available placement capacity or approved by Shareholders (if necessary)), with the balance of the proposed \$5 million in placements to be raised by mutual agreement within the placement period ending 17 September 2024.</p> <p>Following the first two proposed placements of \$1 million each, future placements are subject to mutual agreement and the Company is under no obligation to use the remainder of the available facility.</p> <p>Shares issued pursuant to the placements will be issued at the 5-day VWAP up to the close of trade on the day prior to each placement.</p>
Line of Credit Facility	<p>Effective Date: 29 April 2022 (announced 5 May 2022).</p> <p>Amount: A line of credit of \$3.5 million.</p> <p>Term: Initial 12-month term extended to 31 December 2024 (facility may be further extended for a period of 12 months by mutual agreement).</p> <p>Drawdowns: The Company can draw down parcels of \$200,000 with 7 days' notice.</p> <p>Interest: Payable monthly in arrears at 12% per annum.</p> <p>Fees: There are no establishment fees, draw down fees and unused facility fees for this facility.</p> <p>Security: Unsecured.</p> <p>Repayment: The Company can make repayments at any time and can repay the facility in full at any time and no later than 31 December 2024 (unless extended prior by agreement).</p> <p>Amount drawn: As at the date of preparation of this Notice, \$0.6 million of the line of credit facility is utilised, leaving \$2.9 million available to be drawn down.</p>

	Purpose: The purpose of the facility is to provide additional working capital to the Company.
Fees	<p>The Company will pay AMRAM:</p> <ul style="list-style-type: none"> (a) \$150,000 worth of Shares based on the 5-day VWAP upon execution of the AMRAM Agreement; and (b) \$350,000 of Shares based on the 5-day VWAP upon completion of the first \$1 million placement (or pro-rata proportion thereof).
Broker Options	<p>Subject to successful completion of the first two \$1 million placements, the Company will, subject to Shareholder approval, issue 20,000,000 Broker Options with an exercise price of \$0.10 and a 3-year expiry date.</p> <p>The Broker Options will otherwise be issued on the terms set out in Schedule 6.</p>

The AMRAM Agreement otherwise contains provisions considered standard for an agreement of its nature.

SCHEDULE 4 – SUMMARY OF THE CFO SOLUTION SERVICES AGREEMENT

The material terms of the CFO Solution Services Agreement are as follows:

Services	The CFO Solution provides finance, administrative, company secretarial and reporting services (the Services).
Term	The CFO Solution has been engaged by the Company for a minimum period of 12 months from 27 April 2022, with the option to extend the term by the agreement of the parties.
Termination	The CFO Solutions Services Agreement contains customary termination provisions for a professional services agreement.
Fees	The Company agrees to pay The CFO Solution a standard monthly fee of \$18,400 plus additional fees for work performed outside the scope of the Services.

The CFO Solution Services Agreement otherwise contains provisions considered standard for an agreement of its nature.

SCHEDULE 5 – TERMS AND CONDITIONS OF THE LDA OPTIONS

Eligibility	The LDA Options are issued to LDA Capital pursuant to the LDA Placement Agreement.
Grant of LDA Options	<p>The LDA Options will be issued within 60 days of the LDA Placement Agreement being executed.</p> <p>At 6, 12 and 18 months after signing the LDA Placement Agreement, the Company will issue additional LDA Options equal to 6% of the number of new Shares issued in that 6-month period divided by the fully diluted Shares outstanding at the end of the six-month period.</p>
Vesting and Exercise of LDA Options	<p>The LDA Options will vest and are exercisable immediately on issue. The LDA Options may be exercised at any time before their expiry date, wholly or in part, by delivering a duly completed form of notice of exercise together with transfer of funds for the exercise price. The Company will issue one Share for each LDA Option exercised.</p> <p>The exercise of each LDA Option is subject to compliance with the Corporations Act (in particular, the requirements of Chapter 6 of the Corporations Act).</p>
Terms of Shares issued	Any Shares issued as a result of exercising a LDA Option will be issued on the same terms and rank in all respects on equal terms, with existing Shares.
Quotation of Shares issued	Application for official quotation of Shares allotted and issued as a result of the exercise of the LDA Options will be made within five Business Days from the date of issue of the Shares.
Expiration of LDA Options	Each LDA Option will expire on the date of the third anniversary after grant.
Issue price of LDA Options	No issue price is payable for the LDA Options.
Exercise price of LDA Options	<p>The issue price of the LDA Options is \$0.0351 for the LDA Options issued within 60 days of the LDA Placement Agreement being executed.</p> <p>The 6, 12 and 18 month Options will be priced as follows:</p> <p>If the average VWAP during the 30 days prior to the 6, 12 and 18-month anniversaries of the signing date of the LDA Placement Agreement of the Shares is less than 80% of \$0.0351, then the exercise price of the additional Options to be issued shall be a 115% premium to the previous 30-day VWAP.</p>
Option register	LDA Options will be registered in the name of the holder in an option register maintained by the share registry. The share registry will issue holding statements that evidence the number of LDA Options held. No option certificates will be issued.

Reconstruction of capital	If there is a reconstruction (including consolidation, subdivision, reduction or return) of the issued capital of the Company, the LDA Option terms will be changed to the extent necessary to comply with the Listing Rules applying to a reorganisation of capital at the time of the reorganisation.
Adjustment for pro rata issue of Shares	If there is a pro rata issue of Shares, the exercise price of LDA Options will be adjusted according to ASX Listing Rule 6.22.2.
Adjustment for bonus shares or stock dividends	If there is a bonus or cash issue of Shares, the number of Shares issued upon exercise of the LDA Options will be adjusted as specified in Listing Rule 6.22.3.
New issues of Shares	The LDA Options do not confer a right to participate in new issues of Shares unless the LDA Options have been exercised on or before the record date for determining entitlements to the issue.
Notice of adjustments	The Company will give written notice to the LDA Option holder of any adjustment of the exercise price of the LDA Options and any increase or decrease in the number of LDA Options.
Dividend rights	While they remain unexercised, the LDA Options will not give a holder an entitlement to receive any dividends declared and paid by the Company for Shares.
Applicable law	Each LDA Option is issued subject to: <ul style="list-style-type: none"> (a) the Corporations Act; (b) the Listing Rules; and (c) the Company's constitution.

SCHEDULE 6 - TERMS AND CONDITIONS OF THE BROKER OPTIONS

Eligibility	The Broker Options are to be issued to AMRAM pursuant to the AMRAM Agreement.
Grant of Broker Options	The issue of the Broker Options will be subject to Shareholder approval (and subject to successful completion of the first two \$1 million placements).
Vesting and Exercise of Broker Options	<p>The Broker Options will vest and are exercisable immediately on issue. The Broker Options may be exercised at any time before their expiry date, wholly or in part, by delivering a duly completed form of notice of exercise together with transfer of funds for the exercise price. The Company will issue one Share for each Broker Option exercised.</p> <p>The exercise of each Broker Option is subject to compliance with the Corporations Act (in particular, the requirements of Chapter 6 of the Corporations Act).</p>
Terms of Shares issued	Any Shares issued as a result of exercising a Broker Option will be issued on the same terms and rank in all respects on equal terms, with existing Shares.
Quotation of Shares issued	Application for official quotation of Shares allotted and issued as a result of the exercise of the Broker Options will be made within five Business Days from the date of issue of the Shares.
Expiration of Broker Options	Each Broker Option will expire on the date of the third anniversary after grant.
Issue price of Broker Options	No issue price is payable for the Broker Options.
Exercise price of Broker Options	\$0.10 each.
Option register	The Broker Options will be registered in the name of the holder in an option register maintained by the share registry. The share registry will issue holding statements that evidence the number of Broker Options held. No option certificates will be issued.
Reconstruction of capital	If there is a reconstruction (including consolidation, subdivision, reduction or return) of the issued capital of the Company, the Broker Options terms will be changed to the extent necessary to comply with the Listing Rules applying to a reorganisation of capital at the time of the reorganisation.
Adjustment for pro rata issue of Shares	If there is a pro rata issue of Shares, the exercise price of Broker Options will be adjusted according to ASX Listing Rule 6.22.2.
Adjustment for bonus shares or stock dividends	If there is a bonus or cash issue of Shares, the number of Shares issued upon exercise of the Broker Options will be adjusted as specified in Listing Rule 6.22.3.
New issues of Shares	The Broker Options do not confer a right to participate in new issues of Shares unless the Broker Options have been exercised on or before the record date for determining entitlements to the issue.

Notice of adjustments	The Company will give written notice to the Broker Option holder of any adjustment of the exercise price of the Broker Options and any increase or decrease in the number of Broker Options.
Dividend rights	While they remain unexercised, the Broker Options will not give a holder an entitlement to receive any dividends declared and paid by the Company for Shares.
Applicable law	Each Broker Option is issued subject to: <ul style="list-style-type: none"> (a) the Corporations Act; (b) the Listing Rules; and (c) the Company's constitution.

SCHEDULE 7 – TERMS AND CONDITIONS OF THE STA OPTIONS

Eligibility	The STA Options are to be issued to STA.
Grant of STA Options	The STA Options will be subject to approval by Shareholders at the Company's next General Meeting.
Vesting and Exercise of STA Options	<p>The STA Options will vest and are exercisable immediately on issue. The STA Options may be exercised at any time before their expiry date, wholly or in part, by delivering a duly completed form of notice of exercise together with transfer of funds for the exercise price. The Company will issue one Share for each New Option exercised.</p> <p>The exercise of each STA Option is subject to compliance with the Corporations Act (in particular, the requirements of Chapter 6 of the Corporations Act).</p>
Terms of Shares issued	Any Shares issued as a result of exercising a STA Option will be issued on the same terms and rank in all respects on equal terms, with existing Shares.
Quotation of Shares issued	Application for official quotation of Shares allotted and issued as a result of the exercise of the STA Options will be made within five Business Days from the date of issue of the Shares.
Expiration of STA Options	Each STA Option will expire on the date of the third anniversary after grant.
Issue price of STA Options	No issue price is payable for the STA Options.
Exercise price of STA Options	\$0.03 each.
Option register	STA Options will be registered in the name of the holder in an option register maintained by the share registry. The share registry will issue holding statements that evidence the number of STA Options held. No option certificates will be issued.
Reconstruction of capital	If there is a reconstruction (including consolidation, subdivision, reduction or return) of the issued capital of the Company, the STA Option terms will be changed to the extent necessary to comply with the Listing Rules applying to a reorganisation of capital at the time of the reorganisation.
Adjustment for pro rata issue of Shares	If there is a pro rata issue of Shares, the exercise price of STA Options will be adjusted according to ASX Listing Rule 6.22.2.
Adjustment for bonus shares or stock dividends	If there is a bonus or cash issue of Shares, the number of Shares issued upon exercise of the STA Options will be adjusted as specified in Listing Rule 6.22.3.
New issues of Shares	The STA Options do not confer a right to participate in new issues of Shares unless the STA Options have been exercised on or before the record date for determining entitlements to the issue.

Notice of adjustments	The Company will give written notice to the STA Option holder of any adjustment of the exercise price of the STA Options and any increase or decrease in the number of STA Options.
Dividend rights	While they remain unexercised, the STA Options will not give a holder an entitlement to receive any dividends declared and paid by the Company for Shares.
Applicable law	Each STA Option is issued subject to: <ul style="list-style-type: none"> (a) the Corporations Act; (b) the Listing Rules; and (c) the Company's constitution.

All Correspondence to:

✉ **By Mail** Boardroom Pty Limited
GPO Box 3993
Sydney NSW 2001 Australia

📠 **By Fax:** +61 2 9290 9655

💻 **Online:** www.boardroomlimited.com.au

☎ **By Phone:** (within Australia) 1300 737 760
(outside Australia) +61 2 9290 9600

YOUR VOTE IS IMPORTANT

For your vote to be effective it must be recorded **before 10:00am (Melbourne Time) on Wednesday 24 May 2023.**

🖥 TO VOTE ONLINE

📱 BY SMARTPHONE

STEP 1: VISIT <https://www.votingonline.com.au/mriegm2023>

STEP 2: Enter your Postcode OR Country of Residence (if outside Australia)

STEP 3: Enter your Voting Access Code (VAC):

Scan QR Code using smartphone
QR Reader App

TO VOTE BY COMPLETING THE PROXY FORM

STEP 1 APPOINTMENT OF PROXY

Indicate who you want to appoint as your Proxy.

If you wish to appoint the Chair of the Meeting as your proxy, mark the box. If you wish to appoint someone other than the Chair of the Meeting as your proxy please write the full name of that individual or body corporate. If you leave this section blank, or your named proxy does not attend the meeting, the Chair of the Meeting will be your proxy. A proxy need not be a securityholder of the company. Do not write the name of the issuer company or the registered securityholder in the space.

Appointment of a Second Proxy

You are entitled to appoint up to two proxies to attend the meeting and vote. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by contacting the company's securities registry or you may copy this form.

To appoint a second proxy you must:

- complete two Proxy Forms. On each Proxy Form state the percentage of your voting rights or the number of securities applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded.
- return both forms together in the same envelope.

STEP 2 VOTING DIRECTIONS TO YOUR PROXY

To direct your proxy how to vote, mark one of the boxes opposite each item of business. All your securities will be voted in accordance with such a direction unless you indicate only a portion of securities are to be voted on any item by inserting the percentage or number that you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on a given item, your proxy may vote as he or she chooses. If you mark more than one box on an item for all your securities your vote on that item will be invalid.

Proxy which is a Body Corporate

Where a body corporate is appointed as your proxy, the representative of that body corporate attending the meeting must have provided an "Appointment of Corporate Representative" prior to admission. An Appointment of Corporate Representative form can be obtained from the company's securities registry.

STEP 3 SIGN THE FORM

The form **must** be signed as follows:

Individual: This form is to be signed by the securityholder.

Joint Holding: where the holding is in more than one name, all the securityholders should sign.

Power of Attorney: to sign under a Power of Attorney, you must have already lodged it with the registry. Alternatively, attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: this form must be signed by a Director jointly with either another Director or a Company Secretary. Where the company has a Sole Director who is also the Sole Company Secretary, this form should be signed by that person. **Please indicate the office held by signing in the appropriate place.**

STEP 4 LODGEMENT

Proxy forms (and any Power of Attorney under which it is signed) must be received no later than 48 hours before the commencement of the meeting, therefore by **10:00am (Melbourne Time) on Wednesday, 24 May 2023.** Any Proxy Form received after that time will not be valid for the scheduled meeting.

Proxy forms may be lodged using the enclosed Reply Paid Envelope or:

🖥 **Online** <https://www.votingonline.com.au/mriegm2023>

📠 **By Fax** + 61 2 9290 9655

✉ **By Mail** Boardroom Pty Limited
GPO Box 3993,
Sydney NSW 2001 Australia

👤 **In Person** Boardroom Pty Limited
Level 8, 210 George Street
Sydney NSW 2000 Australia

**Your Address**

This is your address as it appears on the company's share register. If this is incorrect, please mark the box with an "X" and make the correction in the space to the left. Securityholders sponsored by a broker should advise their broker of any changes.

Please note, you cannot change ownership of your securities using this form.

PROXY FORM**STEP 1 APPOINT A PROXY**

I/We being a member/s of **My Rewards International Limited** (Company) and entitled to attend and vote hereby appoint:



the **Chair of the Meeting** (mark box)

OR if you are **NOT** appointing the Chair of the Meeting as your proxy, please write the name of the person or body corporate (excluding the registered securityholder) you are appointing as your proxy below

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chair of the Meeting as my/our proxy at the Extraordinary General Meeting of the Company to be held as a virtual meeting at <https://web.lumiagm.com/361658065> on **Friday, 26 May 2023 at 10:00am (Melbourne time)** and at any adjournment of that meeting, to act on my/our behalf and to vote in accordance with the following directions or if no directions have been given, as the proxy sees fit.

The Chair of the Meeting intends to vote undirected proxies in favour of each of the items of business.

STEP 2 VOTING DIRECTIONS

* If you mark the Abstain box for a particular item, you are directing your proxy not to vote on your behalf on a show of hands or on a poll and your vote will not be counted in calculating the required majority if a poll is called.

		FOR	AGAINST	ABSTAIN*			FOR	AGAINST	ABSTAIN*
Res 1	Ratification of Prior Issue of Shares – Klyp Australia (October 2022)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Res 11	Approval to issue shares to AMRAM	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Res 2	Ratification of Prior Issue of Shares – Klyp Australia (November 2022)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Res 12	Approval to issue options to AMRAM	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Res 3	Ratification of Prior Issue of Shares – Klyp Australia (December 2022)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Res 13	Approval to issue shares to Orange Nominees	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Res 4	Ratification of Prior Issue of Shares – Klyp Australia (February 2023)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Res 14	Approval to issue shares to STA	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Res 5	Ratification of Prior Issue of Shares – City Public Relations (October 2022)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Res 15	Approval to issue options to STA	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Res 6	Ratification of Prior Issue of Shares – City Public Relations (December 2022)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Res 16	Approval to issue options to The CFO Solution	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Res 7	Ratification of Prior Issue of Shares – City Public Relations (February 2023)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Res 17	Approval to issue options to The CFO Solution	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Res 8	Ratification of Prior Issue of Shares – AMRAM (March 2023)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Res 18	Approval to issue shares to Calaité Capital	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Res 9	Ratification of Prior Issue of Shares – LDA Capital (March 2023)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Res 19	Approval to issue shares to Klyp Australia	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Res 10	Approval to issue Placement Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Res 20	Approval to issue shares to City Public Relations	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

STEP 3 SIGNATURE OF SECURITYHOLDERS

This form must be signed to enable your directions to be implemented.

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director / Company Secretary

Contact Name.....

Contact Daytime Telephone.....

Date / / 2023