

Form 604
Corporations Act 2001
Section 671B

Notice of change of interests of substantial holder

To Company Name/Scheme MRI – MY REWARDS INTERNATIONAL LIMITED

ACN/ARSN ACN 095 009 742

1. Details of substantial holder (1)

Name Netwealth Group Limited ACN 620 145 404, Netwealth Holdings Limited ACN 133 790 146, Netwealth Group Services Pty Ltd ACN 135 940 840, Netwealth Superannuation Services Pty Limited ACN 636 951 310, Netwealth Investments Limited ACN 090 569 109, Netwealth Fiduciary Services Pty Ltd ACN 114 802 532, WealthTech Limited ACN 637 362 460 (together, the **Netwealth Entities**)

Heine Brothers Pty Ltd ACN 006 819 718 atf The MMH Trust (**HBPL**), Michael Max Heine, Matthew Alexander Max Heine, and Nicholas St. Clair Max Heine (together, the **Heine Entities**)

ACN/ARSN (if applicable) As noted above

There was a change in the interests of the substantial holder on 14/07/2023
(became aware of the change on 17/07/2023)

The previous notice was given to the company on 17/07/2023

The previous notice was dated 17/07/2023

2. Previous and present voting power

The total number of votes attached to all the voting shares in the company or voting interests in the scheme that the substantial holder or an associate (2) had a relevant interest (3) in when last required, and when now required, to give a substantial holding notice to the company or scheme, are as follows:

Class of securities (4)	Previous notice		Present notice	
	Person's votes	Voting power (5)	Person's votes	Voting power (5)
Fully Paid Ordinary Shares (Shares)	20,646,006	5.93%	29,276,005	7.57%

3. Changes in relevant interests

Particulars of each change in, or change in the nature of, a relevant interest of the substantial holder or an associate in voting securities of the company or scheme, since the substantial holder was last required to give a substantial holding notice to the company or scheme are as follows:

Date of change	Person whose relevant interest changed	Nature of change (6)	Consideration given in relation to change (7)	Class and number of securities affected	Person's votes affected
Dilution of interests due to the issue of Shares announced by MRI on 5, 6 and 14 July 2023. In addition, there was an increase in relevant interests in Shares (see Annexure A).					

4. Present relevant interests

Particulars of each relevant interest of the substantial holder in voting securities after the change are as follows:

Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder (8)	Nature of relevant interest (6)	Class and number of securities	Person's votes
Netwealth Superannuation Service Pty Ltd ACN 636 951 310 (NSS) as trustee of the Netwealth Superannuation Master Fund (NSMF)	Netwealth Investments Limited ACN 090 569 109 (NIL) as custodian for NSS as the trustee of the NSMF	NSS as trustee of the NSMF	Relevant interest under section 608(1)(b)-(c) of the Corporations Act through its ability to control the exercise of rights to vote attached to the above securities, and the power to dispose of the above securities	29,276,005 Shares	29,276,005

Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder (8)	Nature of relevant interest (6)	Class and number of securities	Person's votes
Netwealth Group Limited ACN 620 (NGL) 145 404, Netwealth Holdings Limited ACN 133 790 146 (NHL)	NIL as custodian for NSS as the trustee of the NSMF	NSS as trustee of the NSMF	Deemed relevant interest under section 608(3)(b) of the Corporations Act, as holding companies of NSS Neither of these entities are entitled to be registered as the holder of the above securities, nor do they have the ability to vote or dispose of the securities (or control the exercise of the power to do so)	29,276,005 Shares	29,276,005
Netwealth Entities (other than those already noted above)	NIL as custodian for NSS as the trustee of the NSMF	NSS as trustee of the NSMF	Deemed relevant interest in the securities in which NSS has a relevant interest, pursuant to section 608(3)(a) of the Corporations Act, as their voting power in NSS includes the voting power of their associate (NHL, NSS's immediate parent) None of these entities are entitled to be registered as the holder of the above securities, nor do they have the ability to vote or dispose of the securities (or control the exercise of the power to do so)	29,276,005 Shares	29,276,005
Heine Entities	NIL as custodian for NSS as the trustee of the NSMF	NSS as trustee of the NSMF	Deemed relevant interest under sections 608(3)(a)-(b) of the Corporations Act, through HBPL's control of NGL, the parent entity of the Netwealth group of companies, and the other Heine Entities having interests of >20% in HBPL None of these entities are entitled to be registered as the holder of the above securities, nor do they have the ability to vote or dispose of the securities (or control the exercise of the power to do so)	29,276,005 Shares	29,276,005

5. Changes in association

The persons who have become associates (2) of, ceased to be associates of, or have changed the nature of their association (9) with, the substantial holder in relation to voting interests in the company or scheme are as follows::

Name and ACN/ARSN (if applicable)	Nature of association
N/A	N/A

6. Addresses

The addresses of persons named in this form are as follows:

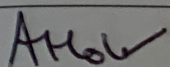
Name	Address
Netwealth Entities	Level 6, 180 Flinders Street, Melbourne Victoria 3000
Heine Entities	c/- SW Accountants & Advisors Pty Ltd Level 10, 530 Collins Street, Melbourne Victoria 3000

Signature

print name ANDREW HOLDEN

capacity Company Secretary

sign here



date 19/07/2023

DIRECTIONS

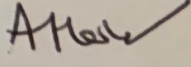
- (1) If there are a number of substantial holders with similar or related relevant interests (eg. a corporation and its related corporations, or the manager and trustee of an equity trust), the names could be included in an annexure to the form. If the relevant interests of a group of persons are essentially similar, they may be referred to throughout the form as a specifically named group if the membership of each group, with the names and addresses of members is clearly set out in paragraph 6 of the form.
 - (2) See the definition of "associate" in section 9 of the Corporations Act 2001.
 - (3) See the definition of "relevant interest" in sections 608 and 671B(7) of the Corporations Act 2001.
 - (4) The voting shares of a company constitute one class unless divided into separate classes.
 - (5) The person's votes divided by the total votes in the body corporate or scheme multiplied by 100.
 - (6) Include details of:
 - (a) any relevant agreement or other circumstances because of which the change in relevant interest occurred. If subsection 671B(4) applies, a copy of any document setting out the terms of any relevant agreement, and a statement by the person giving full and accurate details of any contract, scheme or arrangement, must accompany this form, together with a written statement certifying this contract, scheme or arrangement; and
 - (b) any qualification of the power of a person to exercise, control the exercise of, or influence the exercise of, the voting powers or disposal of the securities to which the relevant interest relates (indicating clearly the particular securities to which the qualification applies).

See the definition of "relevant agreement" in section 9 of the Corporations Act 2001.
 - (7) Details of the consideration must include any and all benefits, money and other, that any person from whom a relevant interest was acquired has, or may, become entitled to receive in relation to that acquisition. Details must be included even if the benefit is conditional on the happening or not of a contingency. Details must be included of any benefit paid on behalf of the substantial holder or its associate in relation to the acquisitions, even if they are not paid directly to the person from whom the relevant interest was acquired.
 - (8) If the substantial holder is unable to determine the identity of the person (eg. if the relevant interest arises because of an option) write "unknown".
 - (9) Give details, if appropriate, of the present association and any change in that association since the last substantial holding notice.
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ANNEXURE A

TO COMPANY NAME/SCHEME	MRI - MY REWARDS INTERNATIONAL LIMITED
ACN/ARSN	ACN 095 009 742

This is the Annexure A of two pages referred to in the Form 604 'Notice of change of interests of substantial holder' signed by me and dated 19 July 2023.

PRINT NAME	ANDREW HOLDEN	CAPACITY	Company Secretary
SIGNATURE		DATE	19 July 2023

CHANGES IN RELEVANT INTERESTS

Date of change	Person whose relevant interest changed	Nature of change (6)	Consideration given in relation to change (7)	Class of securities affected	Number of securities affected	Person's votes affected
13/7/2023	Netwealth Entities and Heine Entities	Buy	-1500.25	Shares	93750	93750
13/7/2023	Netwealth Entities and Heine Entities	Buy	-1500.25	Shares	93750	93750
13/7/2023	Netwealth Entities and Heine Entities	Buy	-1000.17	Shares	62500	62500
13/7/2023	Netwealth Entities and Heine Entities	Buy	-4000.66	Shares	250000	250000
13/7/2023	Netwealth Entities and Heine Entities	Buy	-7901.31	Shares	493750	493750
13/7/2023	Netwealth Entities and Heine Entities	Buy	-3345.54	Shares	209062	209062
13/7/2023	Netwealth Entities and Heine Entities	Buy	-4000.66	Shares	250000	250000
13/7/2023	Netwealth Entities and Heine Entities	Buy	-1500.25	Shares	93750	93750
13/7/2023	Netwealth Entities and Heine Entities	Buy	-1606.26	Shares	100375	100375
13/7/2023	Netwealth Entities and Heine Entities	Buy	-4000.66	Shares	250000	250000
13/7/2023	Netwealth Entities and Heine Entities	Buy	-4000.66	Shares	250000	250000
13/7/2023	Netwealth Entities and Heine Entities	Buy	-940.15	Shares	62500	62500
13/7/2023	Netwealth Entities and Heine Entities	Buy	-1000.17	Shares	62500	62500
13/7/2023	Netwealth Entities and Heine Entities	Buy	-3000.50	Shares	187500	187500
13/7/2023	Netwealth Entities and Heine Entities	Buy	-1200.20	Shares	75000	75000
13/7/2023	Netwealth Entities and Heine Entities	Buy	-9501.57	Shares	593750	593750
13/7/2023	Netwealth Entities and Heine Entities	Buy	-4800.79	Shares	300000	300000
13/7/2023	Netwealth Entities and Heine Entities	Buy	-4500.75	Shares	281250	281250
13/7/2023	Netwealth Entities and Heine Entities	Buy	-2500.42	Shares	156250	156250
13/7/2023	Netwealth Entities and Heine Entities	Sell	445.66	Shares	-27859	-27859
13/7/2023	Netwealth Entities and Heine Entities	Buy	-5967.98	Shares	372937	372937
14/07/2023	Netwealth Entities and Heine Entities	Buy	-1000.17	Shares	62500	62500
14/07/2023	Netwealth Entities and Heine Entities	Buy	-1000.17	Shares	62500	62500
14/07/2023	Netwealth Entities and Heine Entities	Buy	-2500.42	Shares	156250	156250
14/07/2023	Netwealth Entities and Heine Entities	Buy	-7001.16	Shares	437500	437500
14/07/2023	Netwealth Entities and Heine Entities	Buy	-1500.25	Shares	93750	93750
14/07/2023	Netwealth Entities and Heine Entities	Buy	-1000.17	Shares	62500	62500
14/07/2023	Netwealth Entities and Heine Entities	Buy	-2500.42	Shares	156250	156250
14/07/2023	Netwealth Entities and Heine Entities	Buy	-1000.17	Shares	62500	62500
14/07/2023	Netwealth Entities and Heine Entities	Buy	-1500.25	Shares	93750	93750
14/07/2023	Netwealth Entities and Heine Entities	Buy	-6501.08	Shares	406250	406250

Date of change	Person whose relevant interest changed	Nature of change (6)	Consideration given in relation to change (7)	Class of securities affected	Number of securities affected	Person's votes affected
14/07/2023	Netwealth Entities and Heine Entities	Buy	-2000.33	Shares	125000	125000
14/07/2023	Netwealth Entities and Heine Entities	Buy	-2000.33	Shares	125000	125000
14/07/2023	Netwealth Entities and Heine Entities	Buy	-4000.66	Shares	250000	250000
14/07/2023	Netwealth Entities and Heine Entities	Buy	-2000.33	Shares	125000	125000
14/07/2023	Netwealth Entities and Heine Entities	Buy	-1000.17	Shares	62500	62500
14/07/2023	Netwealth Entities and Heine Entities	Buy	-2000.33	Shares	125000	125000
14/07/2023	Netwealth Entities and Heine Entities	Buy	-5000.83	Shares	312500	312500
14/07/2023	Netwealth Entities and Heine Entities	Buy	-4175.87	Shares	260949	260949
14/07/2023	Netwealth Entities and Heine Entities	Buy	-3500.56	Shares	205882	205882
14/07/2023	Netwealth Entities and Heine Entities	Buy	-3500.56	Shares	205882	205882
14/07/2023	Netwealth Entities and Heine Entities	Buy	-2961.13	Shares	166666	166666
14/07/2023	Netwealth Entities and Heine Entities	Buy	-3000.48	Shares	166666	166666
14/07/2023	Netwealth Entities and Heine Entities	Buy	-1000.15	Shares	55555	55555
14/07/2023	Netwealth Entities and Heine Entities	Buy	-1000.15	Shares	55555	55555
14/07/2023	Netwealth Entities and Heine Entities	Buy	-1000.15	Shares	55555	55555
14/07/2023	Netwealth Entities and Heine Entities	Buy	-2000.33	Shares	111111	111111
14/07/2023	Netwealth Entities and Heine Entities	Buy	-1000.15	Shares	55555	55555
14/07/2023	Netwealth Entities and Heine Entities	Buy	-1500.23	Shares	83333	83333
14/07/2023	Netwealth Entities and Heine Entities	Buy	-1000.15	Shares	55555	55555
14/07/2023	Netwealth Entities and Heine Entities	Buy	-1000.15	Shares	55555	55555
14/07/2023	Netwealth Entities and Heine Entities	Buy	-1000.15	Shares	55555	55555
14/07/2023	Netwealth Entities and Heine Entities	Buy	-1000.15	Shares	55555	55555
14/07/2023	Netwealth Entities and Heine Entities	Buy	-1000.15	Shares	55555	55555