

ACQUISITION OF INVESTOR ENGAGEMENT STARTUP LEVERAGING MICRO-INVESTING CAPABILITY

Key Highlights and Summary



Acquisition of Sub11, a Fintech sector publisher and investor engagement consultancy

Sub11 is a start-up that publishes content focussed on the Fintech sector and provides investor engagement and consulting services to private and ASX listed companies.



Sub11 will leverage Rewardle's recent acquisition of the distribution rights to the Upstreet fund

The micro-investing capabilities of the Rewardle Platform will be leveraged by Sub11 to develop a modern, mobile and social media centric solution for listed Companies to engage staff and investors.



Sub11 valuation of ~\$75,000 to be paid via issue of 2,600,000 RXH Fully Paid Ordinary Shares

Sub11's valuation is based on its net assets (primarily cash and equivalents). The business is operating on a break-even basis and well poised to leverage the Company's resources and capabilities to drive growth.

Rewardle Holdings Limited (ASX:RXH) ("Rewardle"; or the "Company") is pleased to announced the acquisition of Sub11 Pty Ltd ("Sub11").

Sub11 produces and publishes content about Fintech sector and provides investor engagement and consulting services to a combination of private and ASX listed companies.

Sub11 was founded in early 2022 by Chris Titley following a successful career as a stockbroker for over a decade with Morgans in Brisbane. Chris is well known and respected across the start-up and corporate community and will continue in his role with Sub11 to manage the growth and development of the business as a wholly owned subsidiary of the Company.

Sub11's operations, particularly its investor engagement services, align with the micro-investing infrastructure and capability that the Company recently secured through the acquisition of the distribution/promotion rights to the Upstreet fund (Please see the following link for more information: www.rewardle.com/ASX/UpstreetAcquisition).

Through Sub11, the Company will develop a modern, mobile and social media centric solution for ASX listed companies to engage staff and investors by combining Sub11's investor engagement services with the Company's solution that is being developed to support ASX listed companies in managing equity based staff reward and recognition programs.

In addition, the Company plans on harnessing Sub11 and Chris Titley's extensive commercial networks to develop future partnership, investment and acquisition opportunities in keeping with its growth strategy.

The Company will provide updates with respect to combining Sub11's service offering with the Company's solution for managing equity based staff reward and recognition programs and associated commercial progress.

Rewardle's Founder and Executive Chairman, Ruwan Weerasooriya, said;

"Having known Chris for many years I'm delighted to welcome him into the fold via the Sub11 acquisition."

"We're looking forward to working with him to leverage our micro-investing capabilities to develop a modern, mobile and social media centric solution for listed Companies to engage staff and investors."

"Beyond the day-to-day operation of Sub11, Chris brings a wealth of knowledge, capability and contacts to our team and we're looking forward to broadening the scope of his involvement with the group over time."

Key terms of the transaction to acquire Sub11 are as follows:

- RXH to acquire 100% of Sub11 shares from Sub11 shareholder.
- RXH to issue 2,600,000 fully paid ordinary shares to Sub11 shareholder or nominees as consideration.
- RXH shares issued to Sub11 shareholder or nominees will be subject to 12 month escrow.
- Sub11 founder Chris Titley to continue in his current role with Sub11 Pty Ltd on mutually agreed terms.
- Sub11 net assets of ~\$75,000 as at 22 November 2023.

The acquisition consideration of Sub11 is based on its net assets of ~\$75,000 as at 22nd November 2023. The operating costs of Sub11 are relatively low and largely variable based on the level of consulting and production services being provided to clients. As such, the operates on a break-even basis and ongoing operating costs will be covered from operating cash flow.

Rewardle's Founder and Executive Chairman, Ruwan Weerasooriya, said;

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This ASX announcement has been approved for release by Executive Chairman, Ruwan Weerasooriya.

About Rewardle Holdings Limited

Rewardle is positioned to be a leading player as the worlds of social media, marketing, mobile and payments converge to transform how we connect, share and transact.

Rewardle is a software business undertaking the development, operation and commercialisation of its proprietary Business to Business to Consumer (B2B2C) software platform (Rewardle Platform).

The Rewardle Platform connects millions of members with thousands of local businesses across Australia. It is a marketing and payments platform that combines membership, points, rewards, payments and social media into a single cloud based platform powered by Big Data analysis.

As part of its long term strategy, the Company is seeking to leveraging its operational capabilities, expertise and IP to develop new markets and opportunities.

In addition to operating the Rewardle Platform, the Company is building a portfolio of transactional, licensing and equity positions in partner businesses by leveraging the Company's operational team, platform and network of merchants and members.

The Company is led by an experienced entrepreneurial team with a successful background in Internet and media businesses.

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