



My Rewards International Limited
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17 May 2024

Sandra Wutete

Principal Adviser, Listings Compliance
ASX Compliance Pty Ltd

By Email: ListingsCompliancePerth@asx.com.au

Dear Sandra,

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

We refer to your letter dated 13th May 2024 (**Letter**). Capitalised terms used in this letter have the meaning given in your Letter unless otherwise defined. Set out below is the response of My Rewards International Limited (ABN 47 095 009 742) (**MRI** or the **Company**) to each of the questions in the Letter.

1. Based on the Quarterly Activities Report disclosure, the mutually agreed extended Completion Date of the Asset Sale Agreement was 7 May 2024. In respect of the 20 key customers, have the assignments been obtained or new agreements been entered into as contemplated by the Asset Sale Agreement?

No

2. If the answer to question 1 is 'no', how many customer assignments or new customer agreements remain outstanding?

3 customer assignments or new customer agreements remain outstanding. As announced on 15 May 2024, MRI has entered into a Side Deed with iGoDirect Group Pty Ltd ("iGoDirect") to facilitate completion occurring on 14 May 2024 under the Asset Sale Agreement referred to in the ASX announcement dated 10th of April 2024 on the basis that 17 of the 20 assignments have been obtained with the parties agreeing that the assignment of the remaining 3 customer agreements is to occur within 45 days of completion.

3. If the answer to question 1 is 'yes', when did completion of all the customer assignments or new customer agreements occur? Please provide a date when answering this question.

Not applicable.

4. Does MRI consider the following information, or any part thereof, to be information that a reasonable person would expect to have a material effect on the price or value of its securities?

- 4.1 Completion of the Asset Sale Agreement with iGoDirect;

Yes.

- 4.2 Failure to meet the Completion Date of the Asset Sale Agreement with iGoDirect.

No.

4.3 Deferral of the Completion Date of the Asset Sale Agreement with iGoDirect.

No.

5. If the answer to any part of question 4 is “no”, please advise the basis for that view, commenting specifically on the proposed reduction of \$725,000 of debt owing from MRI to iGoDirect pursuant to the Asset Sale Agreement as disclosed in the Announcement.

Please answer separately for each of the items in question 4 above.

5.1 Failure to meet the Completion Date of the Asset Sale Agreement with iGoDirect.

The directors are of the opinion that, given:

- the final resolution under the announced Side Deed was imminent but not finalised under materially same terms,
- and that the Company’s Securities were suspended from trading, and
- IGoDirect had not exercised any of their rights under the Loan Agreement and hence there was no material impact on Company,

failure to meet the Completion Date was deemed not to be information that a reasonable person would expect to have a material effect on the price or value of the Company’s securities and that a reasonable person would expect to receive a formal Company update when/ or if there was a material event.

5.2 Deferral of the Completion Date of the Asset Sale Agreement with iGoDirect.

The directors are of the opinion that, given

- the final resolution under the announced Side Deed was imminent but not finalised under materially same terms,
- and that the Company’s Securities were suspended from trading, and
- IGoDirect had not exercised any of their rights under the Loan Agreement and hence there was no material impact on Company,

failure to meet the Completion Date was deemed not to be information that a reasonable person would expect to have a material effect on the price or value of the Company’s securities and that a reasonable person would expect to receive a formal Company update when/ or if there was a material event.

6. Has MRI made any announcement which discloses the information referred to in question 4? If so, please provide details. If not, please explain why the information has not been released to the market, commenting specifically on when you believe MRI was obliged to release the information under Listing Rules 3.1 and 3.1A and what steps MRI took to ensure that the information was released promptly and without delay.

Please answer separately for each of the items in question 4 above.

6.1 Completion of the Asset Sale Agreement with iGoDirect;

Yes. Refer to announcement dated 15th May 2024.

6.2 Failure to meet the Completion Date of the Asset Sale Agreement with iGoDirect.

Please refer to the answer in item 5.1.

The Directors were of the view that it was better to conclude the final Side Deed arrangements with iGoDirect and then announce the final agreement rather than update the market with incomplete updates that may cause more uncertainty. Given the discussions were consistent with the original arrangement, there was no new information to provide.

- 6.3 Deferral of the Completion Date of the Asset Sale Agreement with iGoDirect.
Please refer to the answer in item 5.2.

The Directors were of the view that it was better to conclude the final Side Deed arrangements with iGoDirect and then announce the final agreement rather than update the market with incomplete updates that may cause more uncertainty. Given the discussions were consistent with the original arrangement, there was no new information to provide.

Financial Condition

7. If Completion of the Asset Sale Agreement has not occurred, please advise, in respect of the loaned amounts overdue for payment to iGoDirect from MRI, whether iGoDirect has exercised any of its rights pursuant to the iGoDirect security agreement disclosed in the Loan Announcement? If iGoDirect has exercised any rights, please provide details.

The Completion of the Asset Sale agreement has occurred as announced on 15th May 2024. iGoDirect has not exercised any of its rights pursuant to the iGoDirect security agreement disclosed in the Loan Announcement.

8. Does MRI's board consider there are reasonable grounds to believe MRI will be able to pay its debts as and when they become due and payable? In answering this question, please explain the basis for the director's conclusion.

Yes.

MRI's board considers there are reasonable grounds to believe MRI will be able to pay its debts as and when they become due and payable based on the access to funding and reduction in overheads as per the below factors:

- The Group has an unused finance facility of \$2.53 million still available
- Despite the current suspension from trading on the ASX the directors are confident the Group has the ability to raise further capital from existing shareholders and new investors if required
- The Completion of the Asset Sale Agreement facilitated by the Side Deed has resulted in the Company reducing its debt by \$636,942. The Company is confident that it will be able to obtain the assignment of the remaining 3 Key Customer Contracts which will result in an additional \$88,058 of debt being reduced. These transactions will reduce overheads and debt and the Company anticipates a positive impact on the consolidated EBITDA.

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

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

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

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

When and where to send your response

This request is made under Listing Rule 18.7. Your response is required as soon as reasonably possible and, in any event, by no later than **09:00 AM AWST Friday, 17 May 2024**.

You should note that if the information requested by this letter is information required to be given to ASX under Listing Rule 3.1 and it does not fall within the exceptions mentioned in Listing Rule 3.1A, MRI's obligation is to disclose the information 'immediately'. This may require the information to be disclosed before the deadline set out above and may require MRI to request a trading halt immediately if trading in MRI's securities is not already halted or suspended.

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

Listing Rules 3.1 and 3.1A

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

Release of correspondence between ASX and entity

We reserve the right to release all or any part of this letter, your reply and any other related correspondence between us to the market under listing rule 18.7A. The usual course is for the correspondence to be released to the market.



13 May 2024

Reference: 94195

Mr Daniel Goldman
Company Secretary & Director
My Rewards International Limited

By email

Dear Mr Goldman

My Rewards International Limited ('MRI'): ASX Aware Letter

ASX refers to the following:

- A. MRI's announcement titled "My Rewards secures a \$1 million loan" ('Loan Announcement'), released on the ASX Market Announcements Platform ('MAP') on 20 November 2023, which disclosed the following in relation to a \$1million loan agreement between MRI and iGoDirect Group Pty Ltd:

Key Details of the Agreement		
Parties	My Rewards International Limited iGoDirect Group Pty Ltd (iGoDirect)	
Summary of Agreement	The Agreement comprises: <ul style="list-style-type: none">iGoDirect to provide My Rewards with A\$1million	
Term	Four months from execution	
Loan Facility	Effective Date	20 November 2023.
	Amount	A\$1million.
	Term	Four months.
	Drawdowns	The Company can draw on the loan immediately.
	Interest	12% per annum payable at the end of the term
	Fees	There are no establishment fees, draw down fees and unused facility fees for this facility.
	Security	The loan is secured over the assets of the company by a security agreement
	Repayment Purpose	Repayment in full within four months. The purpose of the facility is to provide additional working capital.

- B. MRI's announcement titled "My Rewards offsets \$725k of loans from iGoDirect" (the 'Announcement') released on the ASX Market Announcements Platform ('MAP') at 09:00 AM on 11 April 2024 and marked as 'price sensitive' disclosing the following:

- 1.1 MRI has entered into a 'suite of agreements' ('Agreements') with iGoDirect Group Pty Ltd and/or its nominee ('iGoDirect') which will see MRI reduce its loan facility from iGoDirect by \$725,000'
- 1.2 The Agreements provide for iGoDirect to:

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- 1.2.1 Purchase 20 select key client employee / member benefit agreements from My Rewards under an Asset Sale Agreement from MRI entities;
- 1.2.2 Licence the My Rewards IP and associated names to iGoDirect in order for it to service the purchased agreements under a Licence Agreement and Subcontractor Agreement ('Licence Agreement').
- 1.3 Completion of the Asset Sale Agreement with iGoDirect.
(together, the 'Asset Sale Agreement').
- C. MRI's quarterly activities report for the quarter ended 31 March 2024, released on MAP on 30 April 2024 which disclosed the following in respect of the status of the Asset Sale Agreement:

iGoDirect Group Loan

As announced on 11th April 2024, the Company has entered into a suite of agreements (the 'Agreements') with iGoDirect Group Pty Ltd (iGoDirect) which will see the Company reduce its loan facility from iGoDirect by \$725,000.00. For further details, refer to ASX announcement made on 11th April 2024 - 'My Rewards offsets \$725k of loans from iGoDirect'.

The completion of the of the Agreements has been mutually extended to the 7th May 2024.

- D. Listing Rule 3.1, which requires a listed entity to immediately give ASX any information concerning it that a reasonable person would expect to have a material effect on the price or value of the entity's securities.
- E. The definition of "aware" in Chapter 19 of the Listing Rules, which states that:
- "an entity becomes aware of information if, and as soon as, an officer of the entity (or, in the case of a trust, an officer of the responsible entity) has, or ought reasonably to have, come into possession of the information in the course of the performance of their duties as an officer of that entity."*
- F. Section 4.4 in *Guidance Note 8 Continuous Disclosure: Listing Rules 3.1 – 3.1B* titled "When does an entity become aware of information?"
- G. Listing Rule 3.1A, which sets out exceptions from the requirement to make immediate disclosure as follows.
- "3.1A Listing rule 3.1 does not apply to particular information while each of the following is satisfied in relation to the information:**
- 3.1A.1 One or more of the following 5 situations applies:**
- *It would be a breach of a law to disclose the information;*
 - *The information concerns an incomplete proposal or negotiation;*
 - *The information comprises matters of supposition or is insufficiently definite to warrant disclosure;*
 - *The information is generated for the internal management purposes of the entity; or*
 - *The information is a trade secret; and*

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

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

- H. The concept of "confidentiality" detailed in section 5.8 of Guidance Note 8 *Continuous Disclosure: Listing Rules 3.1 – 3.1B*. In particular, the Guidance Note states that:

"Whether information has the quality of being confidential is a question of fact, not one of the intention or desire of the entity. Accordingly, even though an entity may consider information to be confidential and its disclosure to be a breach of confidence, if it is in fact disclosed by those who know it, then it is no longer a secret and it ceases to be confidential information for the purposes of this rule."

Request for information

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

Status of the iGoDirect Asset Sale Agreement and debt forgiveness

1. Based on the Quarterly Activities Report disclosure, the mutually agreed extended Completion Date of the Asset Sale Agreement was 7 May 2024. In respect of the 20 key customers, have the assignments been obtained or new agreements been entered into as contemplated by the Asset Sale Agreement?
2. If the answer to question 2 is 'no', how many customer assignments or new customer agreements remain outstanding?
3. If the answer to question 1 is 'yes', when did completion of all the customer assignments or new customer agreements occur? Please provide a date when answering this question.
4. Does MRI consider the following information, or any part thereof, to be information that a reasonable person would expect to have a material effect on the price or value of its securities?
 - 4.1 Completion of the Asset Sale Agreement with iGoDirect;
 - 4.2 Failure to meet the Completion Date of the Asset Sale Agreement with iGoDirect.
 - 4.3 Deferral of the Completion Date of the Asset Sale Agreement with iGoDirect.
5. If the answer to any part of question 4 is "no", please advise the basis for that view, commenting specifically on the proposed reduction of \$725,000 of debt owing from MRI to iGoDirect pursuant to the Asset Sale Agreement as disclosed in the Announcement.

Please answer separately for each of the items in question 4 above.

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8. Does MRI's board consider there are reasonable grounds to believe MRI will be able to pay its debts as and when they become due and payable? In answering this question, please explain the basis for the director's conclusion.
 9. Please confirm that MRI is in compliance with the Listing Rules and, in particular, Listing Rule 3.1.
 10. Please confirm that MRI's responses to the questions above have been authorised and approved in accordance with its published continuous disclosure policy or otherwise by its board or an officer of MRI with delegated authority from the board to respond to ASX on disclosure matters.

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Yours sincerely

ASX Compliance