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

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Notice is given that the Meeting will be held at:

**TIME:** 10:00 am (Melbourne time)

**DATE:** Tuesday 27 August 2024

**PLACE:** Virtual Meeting

<https://web.lumiagm.com/369700412>

***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 25 August 2024.***

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## BUSINESS OF THE MEETING

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### AGENDA

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**1. RESOLUTION 1  
RATIFICATION OF ISSUE OF SHARES TO ABRECO UNDER LR7.1A**

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 50,922,970 Shares on the terms and conditions set out in the Explanatory Statement."*

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

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**2. RESOLUTION 2  
RATIFICATION OF ISSUE OF SHARES TO ABRECO UNDER LR7.1**

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 60,188,142 Shares on the terms and conditions set out in the Explanatory Statement."*

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

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**3. RESOLUTION 3  
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 200,000,000 Shares on the terms and conditions set out in the Explanatory Statement."*

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

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**Dated: 24 July 2024**

**By order of the Board**

**Danny Goldman  
Company Secretary**

## Voting Exclusion Statements

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

<b>Resolution 1 - Ratification of issue of Shares to Abreco under LR7.1A</b>	A person who participated in the issue or is a counterparty to the agreement being approved (namely Abreco) or an associate of that person or those persons.
<b>Resolution 2 - Ratification of issue of Shares to Abreco under LR7.1</b>	A person who participated in the issue or is a counterparty to the agreement being approved (namely Abreco) or an associate of that person or those persons.
<b>Resolution 3 – Approval to issue Placement Shares</b>	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).

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/mriegm2024](http://www.votingonline.com.au/mriegm2024) 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

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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 9:00 am (Melbourne time) on Tuesday 27 August 2024, 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](mailto: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

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To access the virtual Meeting:

1. Please visit <https://web.lumiagm.com/369700412>
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](http://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](http://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 1300 362 251

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## EXPLANATORY STATEMENT

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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.

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### 1. RESOLUTION 1 RATIFICATION OF ISSUE OF SHARES TO ABRECO UNDER LR7.1A

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#### 1.1 Background

On 11 July 2024, the Company announced a Placement of \$1,000,000 to Abreco Enterprises Pty Ltd (ACN 637 885 379) (**Abreco**) using its existing share placement capacity under LR7.1 and LR7.1A to assist the Company with its working capital requirements (**Placement Announcement**).

The current available capacity to issue equities without shareholder approval is:

- (a) Under LR 7.1A – 50,922,970
- (b) Under LR 7.1 – 76,384,454

The Company will place 50,922,970 shares available under its LR7.1A capacity to Abreco (**Abreco Shares**) and 60,188,142 shares available under its LR7.1 capacity to Abreco (**Further Abreco Shares**).

#### Key Highlights:

- (c) \$1million funding committed to be drawn down in tranches.
- (d) Issue Price - \$0.009
- (e) Shares under the placement to be issued to Abreco Enterprises Pty Ltd (Abreco)
- (f) Funds to be applied towards
  - (i) Marketing for B2B Rewards and Digital Marketing growth
  - (ii) Further technology improvement
  - (iii) Working capital
  - (iv) Debt repayment

#### About Abreco

Abreco is the Australian investment arm of Abreco Group - a multi-faceted business conglomerate headquartered in the UAE with operations in over twenty countries and a workforce of over 3,000 people. Abreco Group's diverse global teams bring in deep industry and functional expertise, successfully operating in Freight, Transport, Removals, Energy, Oil & Gas, Banking, Forex, Retail, Hospitality, Distribution, and Education. (<https://www.abrecogroup.com/> )

Material terms and use of funds of the Placement can be found in **Schedule A**.

Resolution 1 seeks Shareholder ratification pursuant to ASX Listing Rule 7.4 for the agreement to issue the Abreco Shares.

## **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 2023 AGM.

The issue of the Abreco 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 and 10% limit in Listing Rule 7.1A, 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 Abreco 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 Abreco Shares.

Resolutions 1 seeks Shareholder ratification pursuant to Listing Rule 7.4 for the issue of the Abreco Shares.

## **1.3 Technical information required by Listing Rule 14.1A**

If Resolutions 1 is passed, the Abreco 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 Abreco Shares.

If Resolutions 1 is not passed, the Abreco 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 Abreco 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:

- (a) the Abreco Shares will be issued to Abreco;
- (b) 50,922,970 Shares will be issued, and the Abreco Shares are all fully paid ordinary shares in the capital of the Company, issue on the same terms and conditions as the Company's existing Shares ;
- (c) The issue price is \$0.009 per Abreco Shares. The Company will receive \$458,307 cash consideration for the Abreco Shares;
- (d) The purpose of the issue of the Abreco Shares is to raise a total of \$1mil. Refer to use of funds in section 1.1.
- (e) On 19 July 2024, 44,444,445 Abreco Shares were issued to Abreco for a cash consideration of \$400,000. The remaining 6,478,525 Abreco 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;
- (f) The Abreco Shares will be issued as per the ASX announcement dated 11 July 2024. Material terms and use of funds of the Placement can be found in Schedule A; and
- (g) A voting exclusion applies specifically to a person who participated in the issue or is a counterparty to the agreement being approved (namely Abreco) or an associate of that person or those persons.

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## 2. **RESOLUTION 2** **RATIFICATION OF ISSUE OF SHARES TO ABRECO UNDER LR7.1**

### 2.1 **General**

On 11 July 2024, the Company announced a placement to raise a total of \$1 mil under a placement to Abreco( '**Placement Announcement**').

The Company is seeking to ratify the issue of 60,188,142 shares under its LR7.1 capacity ('**Further Abreco Shares**'). Material terms for the Placement Announcement are summarised in Schedule A. (the subject of Resolution 2)

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 Further Abreco Shares 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.

### 2.2 **Technical information required by Listing Rule 14.1A**

If Resolution 2 is passed, the Company will be able to proceed with the issue of the Further Abreco Shares . In addition, the issue of the Further Abreco 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 2 is not passed, the issue of the Further Abreco Shares can proceed, but will be included in 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.

Resolution 2 seeks Shareholder ratification pursuant to Listing Rule 7.4 for the issue of the Further Abreco 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 2:

- (a) the Abreco Shares will be issued to Abreco;
- (b) 60,188,142 Shares will be issued, and the Abreco Shares are all fully paid ordinary shares in the capital of the Company, issue on the same terms and conditions as the Company's existing Shares ;
- (c) The issue price is \$0.009 per Abreco Shares. The Company will receive \$541,693 cash consideration for the Abreco Shares;
- (d) The purpose of the issue of the Further Abreco Shares is to raise a total of \$1mil. Refer to use of funds in section 1.1.
- (e) The Further Abreco 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;
- (f) The Abreco Shares will be issued as per the ASX announcement dated 11 July 2024. Material terms and use of funds of the Placement can be found in Schedule A; and
- (g) A voting exclusion applies specifically to a person who participated in the issue or is a counterparty to the agreement being approved (namely Abreco) or an associate of that person or those persons.

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## 3. RESOLUTION 3 APPROVAL TO ISSUE PLACEMENT SHARES

### 3.1 General

The Company is seeking raise capital via placement to sophisticated and professional investors to place up to 200,000,000 shares (**Placement Shares**) to raise funding for the purposes of working capital and business development for the Company. (the **Placement**).

- (a) The material terms of the Placement are :
  - (i) Maximum shares to be issued are 200,000,000 to raise a minimum \$1,440,000 (before costs);
  - (ii) the issue price for the Placement Shares will be determined by the higher of 20% discount to the 5-day VWAP at the day prior to each placement or \$0.0072 per share. The price used to



determine the maximum number of Placement Shares for approval is \$0.0072;

- (iii) There are no fees payable under the Placement;
- (iv) the Placement Shares will be issued to sophisticated and professional investors identified by the Company;
- (v) 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;

(b) The purpose of the Placement:

The funds raised under the Placement are intended to be applied to:

- (i) Marketing for the growth of its B2B rewards programs internationally;
- (ii) Product and technology development to support global growth
- (iii) Potential future complementary business acquisitions
- (iv) Working capital

The Company is seeking Shareholder approval to issue up to 200,000,000 Shares under the Placement (the subject of Resolution 3).

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 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.

### **3.2 Technical information required by Listing Rule 14.1A**

If Resolution 3 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 3 is not passed, the issue of the Placement Shares cannot proceed under this resolution, however the Company can still proceed to issue 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 16.1 million shares under Listing Rule 7.1 and 50.9 million

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

### **3.3 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 3:

- (a) the Placement Shares will be issued to sophisticated and professional investors identified by the Company. The recipients will be identified through a bookbuild process, which will involve the Company seeking expressions of interest to participate in the capital raising from non-related parties of the Company;
- (b) in accordance with paragraph 7.2 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 200,000,000. The number of Placement Shares to be issued will be determined by the higher of 20% discount to the 5-day VWAP at the day prior to each placement or \$0.0072 per share.
- (a) the issue price for the Placement Shares will be determined by the higher of 20% discount to the 5-day VWAP at the day prior to each placement or \$0.0072 per share. The price used to determine the maximum number of Placement Shares for approval is \$0.0072;
- (b) 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;
- (c) the Placement Shares will be issued at the higher of a 20% discount to the 5-day VWAP at the day prior to each placement and \$0.0072. The Company has not and will not receive any other consideration for the issue of the Placement Shares;
- (d) 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;
- (e) the purpose and the intended use of funds raised under the Placement are intended to be applied to:

- (i) Marketing for the growth of its B2B rewards programs internationally;
  - (ii) Product and technology development to support global growth
  - (iii) Potential future complementary business acquisitions
  - (iv) Working capital
- (f) the Placement Shares are being issued pursuant to the Placement. A summary of the material terms of the Placement is set out in Schedule B; and
- (g) the Placement Shares are not being issued under, or to fund a reverse takeover.

### **3.4 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 553,674,140 (being the number of Shares on issue as at the date of this Notice) to 753,674,140 and the shareholding of existing Shareholders would be diluted by approximately 26.5%.

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## GLOSSARY

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**\$** means Australian dollars.

**2023 AGM** means the Company's Annual General Meeting held 20 December 2023.

**AEDT** means Australian Eastern Daylight Time as observed in Melbourne, Victoria.

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

**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.

**Chair** means the chair of the Meeting.

**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.

**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.

**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.

**VWAP** means volume weighted average price.

## SCHEDULE A – SUMMARY OF THE ABRECO SHARES AND FURTHER ABRECO SHARES

Parties	Abreco Enterprises Pty Ltd (ACN 637 885 379) My Rewards International Limited (ACN 095 009 742)( Company)
Total Amount	Total amount of \$1million
Issue Price	\$0.009
Maximum shares	Abreco Pty Ltd will hold 111,111,111 fully paid ordinary shares of MRI.
Fees	There are no fees payable
Current Placement Capacity	The Company currently has 50,922,970 shares available under LR71.A and 60,188,142 shares available under it LR7.1.
Tranches	As at the date of this notice, the Company has received \$400,000 and issued 44,444,445 shares to Abreco from its currently available capacity under LR7.1A of 50,922,970 shares.  The Company can draw down further tranches of \$25,000 with 7 days' notice.
Availability of funds	MRI has conducted satisfactory due diligence, and the funds are held in a trust account available to draw down in agreed tranches.
No Director Appointment	Abreco will <b>not</b> be seeking to appoint a representative to the MRI Board as part of this Placement.
Use of funds	<ul style="list-style-type: none"> <li>• Marketing for B2B Rewards and Digital Marketing growth</li> <li>• Further technology improvement</li> <li>• Working capital</li> <li>• Debt repayment</li> </ul>

The Company would like to note that Mr. Alex Gold is a non-executive director of MRI and the CEO and Responsible Manager of Flywallet. He is also a director of Etimoney – the entity who owns 100% of the shares in Flywallet. In reference to LR10.11.1, Mr Alex Gold is not a Related<sup>1</sup> party to Abreco, nor under LR 10.11.4 an Associate<sup>2</sup> of Abreco. Mr Gold's position in Flywallet and Etimoney is based on proper performance obligations of the functions attached to a professional capacity.

<sup>1</sup> Related Party as defined in ASX Chapter 19 – Interpretations and definitions - <https://www.asx.com.au/documents/rules/Chapter19.pdf>

<sup>2</sup> Associate as defined in ASX Chapter 19 – Interpretations and definitions - <https://www.asx.com.au/documents/rules/Chapter19.pdf>

Abreco is a shareholder of Etimoney – the entity that owns 100% shares in Flywallet and will be a holder of MRI shares under the Placement as announced in this announcement. Subsequent to the placement, Abreco will hold 111,111,111 fully paid ordinary shares in MRI holding approximately 17.91% of the Company's issued share capital. Abreco is not a Related Party or an Associate of Mr. Alex Gold.

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**SCHEDULE B – MATERIAL TERMS OF THE PLACEMENT ANNOUNCEMENT**

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The material terms of the Placement Announcement are :

- (a) Maximum shares to be issued are 200,000,000 to raise a minimum \$1,440,000 (before costs);
- (b) the issue price for the Placement Shares will be determined by the higher of 20% discount to the 5-day VWAP at the day prior to each placement or \$0.0072 per share. The price used to determine the maximum number of Placement Shares for approval is \$0.0072;
- (c) There are no fees payable under the Placement;
- (d) the Placement Shares will be issued to sophisticated and professional investors identified by the Company;
- (e) in accordance with paragraph 7.2 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;



#### 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](http://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 Sunday 25 August 2024.**

### 🖥 TO APPOINT A PROXY ONLINE

### 📱 BY SMARTPHONE

**STEP 1: VISIT** <https://www.votingonline.com.au/mriegm2024>

**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 Sunday, 25 August 2024.** 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/mriegm2024>
- 📠 **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

#### Attending the Meeting

If you wish to attend the meeting, please bring this form with you to assist registration.

☐

**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 virtually at <https://web.lumiagm.com/369700412> on **Tuesday 27 August 2024 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*
Resolution 1	Ratification of issue of shares to Abreco under LR 7.1A	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Ratification of issue of shares to Abreco under LR7.1	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Approval to Issue Placement Shares	<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 / / 2024



# ONLINE SHAREHOLDERS' MEETING GUIDE 2024

## Attending the EGM virtually

If you choose to participate online, you will be able to view a live webcast of the meeting, ask questions and submit your votes in real time.

### To access the meeting:

Visit [web.lumiagm.com/369700412](https://web.lumiagm.com/369700412) on your computer, tablet or smartphone. You will need the latest version of Chrome, Safari, Edge or Firefox. Please ensure your browser is compatible.

## Meeting ID: 369-700-412

To login you must have your **Voting Access Code (VAC)** and **Postcode or Country Code**

The website will be open and available for log in from 09:00am (Melbourne time) on Tuesday, 27 August 2024

## Using the Lumi EGM platform:

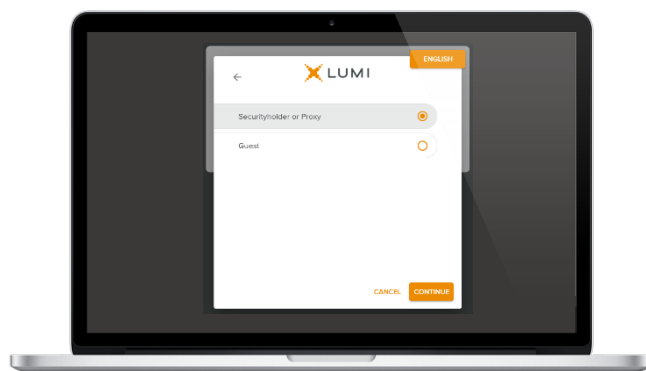
### ACCESS

The 1<sup>st</sup> page of the platform will ask in what capacity you are joining the meeting.

Shareholders or appointed proxies should select

**"Shareholder or Proxyholder"**

Guests should select **"Guest"**



### CREDENTIALS

#### Shareholders/Proxys

Your username is your **Voting Access Code** and your password is your **Postcode or Country Code**, or, for non-Australian residents, your **3-letter country code**.

Proxy holders should obtain their log in credentials from the registrar by calling 1300 737 760

The screenshot shows the Lumi EGM platform login form for Shareholders/Proxys. It features the Lumi logo at the top, followed by two input fields: "Voting Access Code (VAC)" and "Postcode or Country Code". Below these fields is a large orange "LOGIN" button. At the bottom, there is a link that says "Having trouble logging in...?" with a downward arrow.

#### Guests

Please enter your name and email address to be admitted into the meeting.

*Please note, guests will not be able to ask questions or vote at the meeting.*

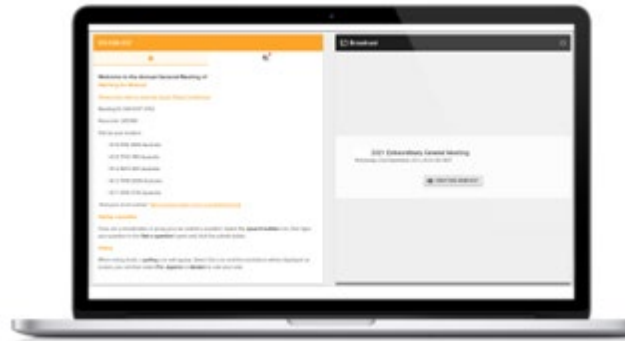
The screenshot shows the Lumi EGM platform login form for Guests. It features the Lumi logo at the top, followed by three input fields: "First Name", "Last Name", and "Email". Below these fields are two buttons: "CANCEL" and "CONTINUE".

## NAVIGATION

Once successfully authenticated, the home page will appear. You can view meeting instructions, ask questions and open the virtual meeting.

A link to the virtual meeting will be provided on the home page. Click the link to open the meeting. The meeting will open in a separate browser tab on your device.

To Vote and ask Questions during the meeting, navigate back to the browser tab with the LUMI AGM platform open.

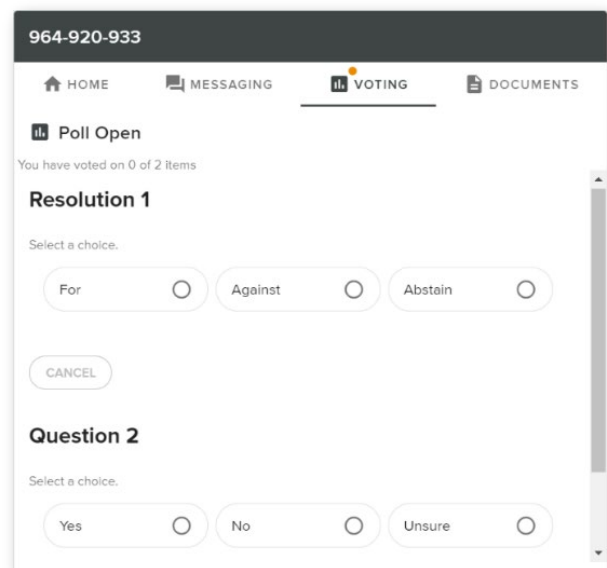
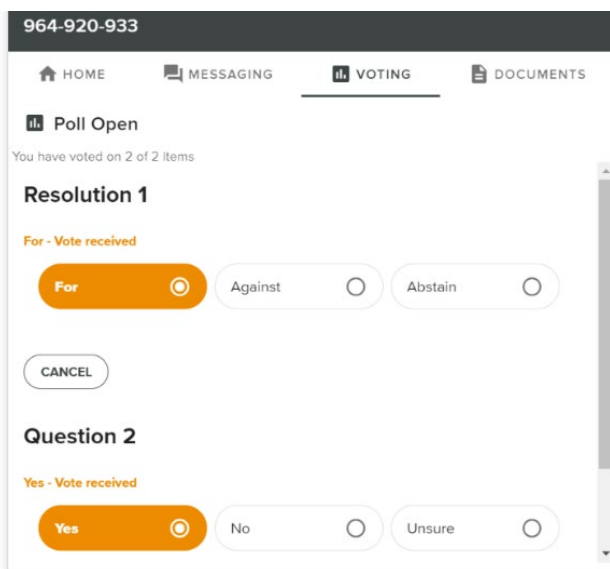


## VOTING

The Chair will open voting on all resolutions at the start of the meeting. Once voting has opened, the voting tab will appear on the navigation bar.



Selecting this tab will open a list of all resolutions and their voting options.



To vote, simply select your voting direction from the options displayed on screen. Your selection will change colour and a confirmation message will appear.

To change your vote, simply select another option. If you wish to cancel your vote, please press cancel.

There is no need to press a submit or send button. Your vote is automatically counted.

Voting can be performed at any time during the meeting until the Chair closes the poll.

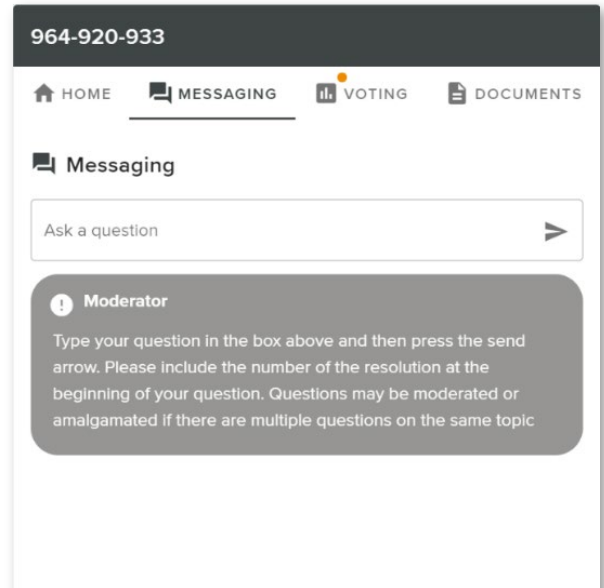
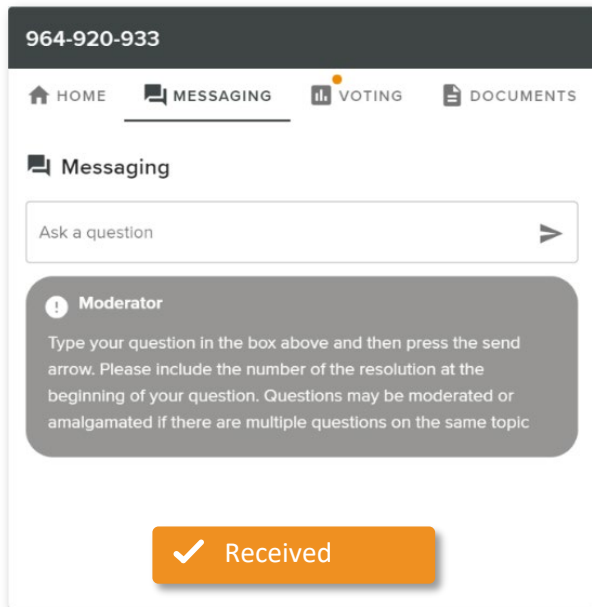
## QUESTIONS

Any shareholder or appointed proxy is eligible to ask questions.

If you would like to ask a question. Select the messaging tab.



Messages can be submitted at any time from the start of the meeting, up until the Chair closes the Q&A session.



Select the “Ask a Question” box and type in your message.

Once you are happy with your message, select the send icon.



Questions sent via the Lumi platform may be moderated before being sent to the Chair. This is to avoid repetition and remove any inappropriate language.

Meeting ID: 369-700-412

To login you must have your **Voting Access Code (VAC)** and **Postcode or Country Code**

The website will be open and available for log in from 09:00am (Melbourne time) on Tuesday, 27 August 2024.

**web.lumiagm.com**

## Country Codes

For overseas shareholders, select your country code from the list below and enter it into the password field.

<b>ABW</b>	Aruba
<b>AFG</b>	Afghanistan
<b>AGO</b>	Angola
<b>AIA</b>	Anguilla
<b>ALA</b>	Aland Islands
<b>ALB</b>	Albania
<b>AND</b>	Andorra
<b>ANT</b>	Netherlands Antilles
<b>ARE</b>	United Arab Emirates
<b>ARG</b>	Argentina
<b>ARM</b>	Armenia
<b>ASM</b>	American Samoa
<b>ATA</b>	Antarctica
<b>ATF</b>	French Southern
<b>ATG</b>	Antigua & Barbuda
<b>AUS</b>	Australia
<b>AUT</b>	Austria
<b>AZE</b>	Azerbaijan
<b>BDI</b>	Burundi
<b>BEL</b>	Belgium
<b>BEN</b>	Benin
<b>BFA</b>	Burkina Faso
<b>BGD</b>	Bangladesh
<b>BGR</b>	Bulgaria
<b>BHR</b>	Bahrain
<b>BHS</b>	Bahamas
<b>BIH</b>	Bosnia & Herzegovina
<b>BLM</b>	St Barthelemy
<b>BLR</b>	Belarus
<b>BLZ</b>	Belize
<b>BMU</b>	Bermuda
<b>BOL</b>	Bolivia
<b>BRA</b>	Brazil
<b>BRB</b>	Barbados
<b>BRN</b>	Brunei Darussalam
<b>BTN</b>	Bhutan
<b>BUR</b>	Burma
<b>BVT</b>	Bouvet Island
<b>BWA</b>	Botswana
<b>CAF</b>	Central African Republic
<b>CAN</b>	Canada
<b>CCK</b>	Cocos (Keeling) Islands
<b>CHE</b>	Switzerland
<b>CHL</b>	Chile
<b>CHN</b>	China
<b>CIV</b>	Cote D'ivoire
<b>CMR</b>	Cameroon
<b>COD</b>	Democratic Republic of Congo
<b>COK</b>	Cook Islands
<b>COL</b>	Colombia
<b>COM</b>	Comoros
<b>CPV</b>	Cape Verde
<b>CRI</b>	Costa Rica
<b>CUB</b>	Cuba
<b>CYM</b>	Cayman Islands
<b>CYP</b>	Cyprus
<b>CXR</b>	Christmas Island
<b>CZE</b>	Czech Republic
<b>DEU</b>	Germany
<b>DJI</b>	Djibouti
<b>DMA</b>	Dominica
<b>DNK</b>	Denmark
<b>DOM</b>	Dominican Republic

<b>DZA</b>	Algeria
<b>ECU</b>	Ecuador
<b>EGY</b>	Egypt
<b>ERI</b>	Eritrea
<b>ESH</b>	Western Sahara
<b>ESP</b>	Spain
<b>EST</b>	Estonia
<b>ETH</b>	Ethiopia
<b>FIN</b>	Finland
<b>FJI</b>	Fiji
<b>FLK</b>	Falkland Islands (Malvinas)
<b>FRA</b>	France
<b>FRO</b>	Faroe Islands
<b>FSM</b>	Micronesia
<b>GAB</b>	Gabon
<b>GBR</b>	United Kingdom
<b>GEO</b>	Georgia
<b>GGY</b>	Guernsey
<b>GHA</b>	Ghana
<b>GIB</b>	Gibraltar
<b>GIN</b>	Guinea
<b>GLP</b>	Guadeloupe
<b>GMB</b>	Gambia
<b>GNB</b>	Guinea-Bissau
<b>GNQ</b>	Equatorial Guinea
<b>GRC</b>	Greece
<b>GRD</b>	Grenada
<b>GRL</b>	Greenland
<b>GTM</b>	Guatemala
<b>GUF</b>	French Guiana
<b>GUM</b>	Guam
<b>GUY</b>	Guyana
<b>HKG</b>	Hong Kong
<b>HMD</b>	Heard & Mcdonald Islands
<b>HND</b>	Honduras
<b>HRV</b>	Croatia
<b>HTI</b>	Haiti
<b>HUN</b>	Hungary
<b>IDN</b>	Indonesia
<b>IMN</b>	Isle Of Man
<b>IND</b>	India
<b>IOT</b>	British Indian Ocean Territory
<b>IRL</b>	Ireland
<b>IRN</b>	Iran Islamic Republic of
<b>IRQ</b>	Iraq
<b>ISM</b>	Isle of Man
<b>ISL</b>	Iceland
<b>ISR</b>	Israel
<b>ITA</b>	Italy
<b>JAM</b>	Jamaica
<b>JEY</b>	Jersey
<b>JOR</b>	Jordan
<b>JPN</b>	Japan
<b>KAZ</b>	Kazakhstan
<b>KEN</b>	Kenya
<b>KGZ</b>	Kyrgyzstan
<b>KHM</b>	Cambodia
<b>KIR</b>	Kiribati
<b>KNA</b>	St Kitts And Nevis
<b>KOR</b>	Korea Republic of
<b>KWT</b>	Kuwait
<b>LAO</b>	Laos
<b>LBN</b>	Lebanon

<b>LBR</b>	Liberia
<b>LBY</b>	Libyan Arab Jamahiriya
<b>LCA</b>	St Lucia
<b>LIE</b>	Liechtenstein
<b>LKA</b>	Sri Lanka
<b>LSO</b>	Lesotho
<b>LTU</b>	Lithuania
<b>LUX</b>	Luxembourg
<b>LVA</b>	Latvia
<b>MAC</b>	Macao
<b>MAF</b>	St Martin
<b>MAR</b>	Morocco
<b>MCO</b>	Monaco
<b>MDA</b>	Republic Of Moldova
<b>MDG</b>	Madagascar
<b>MDV</b>	Maldives
<b>MEX</b>	Mexico
<b>MHL</b>	Marshall Islands
<b>MKD</b>	Macedonia Former Yugoslav Rep
<b>MLI</b>	Mali
<b>MLT</b>	Mauritania
<b>MMR</b>	Myanmar
<b>MNE</b>	Montenegro
<b>MNG</b>	Mongolia
<b>MNP</b>	Northern Mariana Islands
<b>MOZ</b>	Mozambique
<b>MRT</b>	Mauritania
<b>MSR</b>	Montserrat
<b>MTQ</b>	Martinique
<b>MUS</b>	Mauritius
<b>MWI</b>	Malawi
<b>MYS</b>	Malaysia
<b>MYT</b>	Mayotte
<b>NAM</b>	Namibia
<b>NCL</b>	New Caledonia
<b>NER</b>	Niger
<b>NFK</b>	Norfolk Island
<b>NGA</b>	Nigeria
<b>NIC</b>	Nicaragua
<b>NIU</b>	Niue
<b>NLD</b>	Netherlands
<b>NOR</b>	Norway Montenegro
<b>NPL</b>	Nepal
<b>NRU</b>	Nauru
<b>NZL</b>	New Zealand
<b>OMN</b>	Oman
<b>PAK</b>	Pakistan
<b>PAN</b>	Panama
<b>PCN</b>	Pitcairn Islands
<b>PER</b>	Peru
<b>PHL</b>	Philippines
<b>PLW</b>	Palau
<b>PNG</b>	Papua New Guinea
<b>POL</b>	Poland
<b>PRI</b>	Puerto Rico
<b>PRK</b>	Korea Dem Peoples Republic of
<b>PRT</b>	Portugal
<b>PRY</b>	Paraguay
<b>PSE</b>	Palestinian Territory Occupied
<b>PYF</b>	French Polynesia
<b>QAT</b>	Qatar
<b>REU</b>	Reunion

<b>ROU</b>	Romania
<b>RUS</b>	Russian Federation
<b>RWA</b>	Rwanda
<b>SAU</b>	Saudi Arabia Kingdom Of
<b>SDN</b>	Sudan
<b>SEN</b>	Senegal
<b>SGP</b>	Singapore
<b>SGS</b>	Sth Georgia & Sth Sandwich Isl
<b>SHN</b>	St Helena
<b>SJM</b>	Svalbard & Jan Mayen
<b>SLB</b>	Solomon Islands
<b>SCG</b>	Serbia & Outlying
<b>SLE</b>	Sierra Leone
<b>SLV</b>	El Salvador
<b>SMR</b>	San Marino
<b>SOM</b>	Somalia
<b>SPM</b>	St Pierre And Miquelon
<b>SRB</b>	Serbia
<b>STP</b>	Sao Tome And Principe
<b>SUR</b>	Suriname
<b>SVK</b>	Slovakia
<b>SVN</b>	Slovenia
<b>SWE</b>	Sweden
<b>SWZ</b>	Swaziland
<b>SYC</b>	Seychelles
<b>SYR</b>	Syrian Arab Republic
<b>TCA</b>	Turks & Caicos Islands
<b>CD</b>	Chad
<b>TGO</b>	Togo
<b>THA</b>	Thailand
<b>TJK</b>	Tajikistan
<b>TKL</b>	Tokelau
<b>TKM</b>	Turkmenistan
<b>TLS</b>	Timor-Leste
<b>TMP</b>	East Timor
<b>TON</b>	Tonga
<b>TTO</b>	Trinidad & Tobago
<b>TUN</b>	Tunisia
<b>TUR</b>	Turkey
<b>TUV</b>	Tuvalu
<b>TWN</b>	Taiwan
<b>TZA</b>	Tanzania United Republic of
<b>UGA</b>	Uganda
<b>UKR</b>	Ukraine
<b>UMI</b>	United States Minor
<b>URY</b>	Uruguay
<b>USA</b>	United States of America
<b>UZB</b>	Uzbekistan
<b>VNM</b>	Vietnam
<b>VUT</b>	Vanuatu
<b>WLF</b>	Wallis & Futuna
<b>WSM</b>	Samoa
<b>YEM</b>	Yemen
<b>YMD</b>	Yemen Democratic
<b>YUG</b>	Yugoslavia Socialist Fed Rep
<b>ZAF</b>	South Africa
<b>ZAR</b>	Zaire
<b>ZMB</b>	Zambia
<b>ZWE</b>	Zimbabwe