

## ASX Announcement

Date: 4 November 2024

### Further update on acquisition of Fly Wallet

Further to the announcement dated 6<sup>th</sup> September 2024, My Rewards International Limited (ASX: MRI) (My Rewards or the Company), is pleased to announce that it has finalised negotiations with Fly Wallet Pty Ltd (ABN 89 639 905 490) ("**Fly Wallet**") to acquire 100% of shares of Etimoney Pty Ltd (ABN 85 673 658 609), the parent company of Fly Wallet, ("**Proposed Acquisition**") to secure its position to create a Global Rewards and Loyalty Program. Etimoney owns 100% of the shares in Fly Wallet.

Details of the Proposed Acquisition are in Annexure A.

### My Rewards secures firm commitment for \$1.3 million placement

My Rewards is pleased to announce that it has secured a \$1.3 million firm commitment from sophisticated investors (**Current Placement**). The placement will be made under available share placement capacity approved by shareholders under resolution 3 at the Extraordinary General Meeting dated 27 August 2024.

Issue Price	\$0.0072
Number of shares	180,555,556

This announcement is authorised for release by the Board of Directors of MRI.

### Enquiries:

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Chairman

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### About My Rewards International Limited (ASX: MRI)

My Rewards is a fast-growing global provider of customised subscription-based marketplaces for corporates and consumers. My Rewards' core solutions include Loyalty technology, Rewards, Customer Experience and Digital marketing services.

## Annexure A

Parties	My Rewards International Limited (ACN 095 009 742) (Company) and the shareholders of Etimoney Pty Ltd (ABN 85 673 658 609) - Abreco Enterprises Pty Ltd & George Minas (Vendors)
Proposed Acquisition	<p>100% of shares of Etimoney Pty Ltd which holds 100% of Fly Wallet shares be acquired under the Proposed Acquisition.</p> <p>Etimoney Pty Ltd's sole asset is Fly Wallet Pty Ltd in respect of which an independent valuation has been conducted.</p>
Independent Valuation	The Company has received an independent valuation of Fly Wallet from Nexia Sydney Corporate Advisory Pty Ltd and the total consideration is based in line with this valuation.
Proposed Completion	Subject to any required regulatory approvals, the Completion of the Proposed transaction will occur within 60 days from the date of this announcement.
Total Consideration	<p>Having secured an independent valuation of Fly Wallet, the total consideration payable to Etimoney Pty Ltd for the acquisition is:</p> <ul style="list-style-type: none"> <li>• MRI Shares - \$785,000 <ul style="list-style-type: none"> <li>○ The company will seek approval to issue these shares from its shareholders at the next Annual General Meeting (AGM). The date and notice of meeting will be shared in due course.</li> </ul> </li> <li>• Cash – USD \$436,034 (~AUD \$660,292) <ul style="list-style-type: none"> <li>○ Replacement of Mastercard Collateral held on behalf of Fly Wallet in the amount of USD\$436,034 being approximately AUD\$660,292. <ul style="list-style-type: none"> <li>▪ The full cash component is due to be replaced by no later than 30/04/2025 and will be paid from a planned subsequent capital raise post AGM.</li> <li>▪ MRI has agreed to pay AUD \$200,000 (refundable) as a deposit to secure the transaction. This deposit will be paid from the proceeds of the Current Placement.</li> <li>▪ The cash paid will be used to retain the current cash collateral of USD\$436,034 (approximately AUD \$660,292) which Fly Wallet holds with MasterCard.</li> </ul> </li> </ul> </li> </ul>
Conditions Precedent	<p>The Proposed Acquisition will not proceed unless all of the following conditions are waived or satisfied:</p> <ul style="list-style-type: none"> <li>• no 'material adverse change' occurring in relation to Etimoney Pty Ltd or Fly Wallet until completion of the Proposed Transaction, which includes: <ul style="list-style-type: none"> <li>○ any material adverse change in the business, assets, liabilities, financial position, performance, profits, losses, operations, results or prospects of the Fly Wallet, or there is an event which makes it reasonably likely that such</li> </ul> </li> </ul>

	<p>material adverse change will occur.</p> <ul style="list-style-type: none"><li>• Any required shareholder approval and ASX reviewing the transaction in reference to LR 10.1 and LR 11.</li></ul>
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