

My Rewards International Limited
Appendix 4D
Half-year report

1. Company details

Name of entity:	My Rewards International Limited
ABN:	47 095 009 742
Reporting period:	For the half-year ended 31 December 2024
Previous period:	For the half-year ended 31 December 2023

2. Results for announcement to the market

			\$
Revenues from ordinary activities	down	75.1% to	751,905
Loss from ordinary activities after tax attributable to the owners of My Rewards International Limited	down	21.5% to	(1,731,761)
Loss for the half-year attributable to the owners of My Rewards International Limited	down	21.5% to	(1,731,761)

Dividends

There were no dividends paid, recommended or declared during the current financial period.

Comments

The loss for the consolidated entity after providing for income tax and non-controlling interest amounted to \$1,731,761 (31 December 2023: \$2,205,605).

During the reporting period, the Group experienced a 75.1% decline in revenue, primarily due to the ongoing challenges faced because of the change in rewards offers from key suppliers. This impacted the Group's ability to maintain historical transaction volumes. This transactional revenue has historically had very small gross margin. Additionally, the loss of two key clients as well as the assignment of some of the customer contracts to iGoDirect Group Pty Ltd further contributed to the revenue decline.

In response to these challenges, management undertook strategic cost-cutting initiatives to optimize operational efficiency and mitigate financial impact. These measures resulted in a 21.5% reduction in the net loss for the period attributable to the owners. The Group remains committed to identifying new revenue opportunities, strengthening supplier and client relationships, and improving its cost structure to enhance financial stability and long-term growth prospects. Management continues to monitor market conditions and implement strategic initiatives to restore revenue growth while maintaining disciplined cost management to safeguard the Group's financial position.

3. Net tangible assets

	Reporting period Cents	Previous period Cents
Net tangible assets per ordinary security	<u>(0.58)</u>	<u>(1.11)</u>

4. Control gained over entities

Not applicable.

5. Loss of control over entities

Not applicable.

6. Dividends

Current period

There were no dividends paid, recommended or declared during the current financial period.

Previous period

There were no dividends paid, recommended or declared during the previous financial period.

7. Dividend reinvestment plans

Not applicable.

8. Details of associates and joint venture entities

Not applicable.

9. Audit qualification or review

The financial statements were subject to a review by the auditors and the review report is attached as part of the Interim Financial Report.

10. Attachments

The Interim Financial Report of My Rewards International Limited for the half-year ended 31 December 2024 is attached.

11. Signed

Signed Maitreyee Kline

Date: 28 March 2025

My Rewards International Limited

ABN 47 095 009 742

Interim Financial Report for the half-year 31 December 2024

My Rewards International Limited
Corporate directory
31 December 2024

Registered office	Minas & Associates Suite 62, 3-7 Fetherstone Street Bankstown, NSW 2200 Australia
Principal place of business	Suite G02, 181-185 St. Kilda Road St. Kilda VIC 3182
Share register	Boardroom Pty Ltd Level 8, 210 George Street Sydney NSW 2000 +61 (0)2 9290 9600
Auditor	Connect National Audit Pty Ltd L11 333 Collins Street, Melbourne VIC 3000
Stock exchange listing	My Rewards International Limited shares are listed on the Australian Securities Exchange (ASX code: MRI)
Website	www.myrewardsinternational.com

My Rewards International Limited
Directors' report
31 December 2024

The directors present their report, together with the financial statements, on the consolidated entity (referred to hereafter as the 'consolidated entity') consisting of My Rewards International Limited (referred to hereafter as the 'company' or 'parent entity') and the entities it controlled at the end of, or during, the half-year ended 31 December 2024.

Directors

The following persons were directors of My Rewards International Limited during the whole of the financial half-year and up to the date of this report, unless otherwise stated:

Mr David Vinson
Ms Maitreyee Khire
Mr Daniel Goldman
Mr Alex Gold

Principal activities

The principal activities of the group during the half-year were providing membership service and loyalty programs for corporate and retail clients.

Review of operations

The loss for the consolidated entity after providing for income tax and non-controlling interest amounted to \$1,731,761 (31 December 2023: \$2,205,605).

Strategic Focus on Rewards and Loyalty Programs

MRI has continued to expand and enhance its rewards and loyalty program offerings through its strategic partnership with Fly Wallet Pty Ltd. As part of this initiative, the Company has successfully undertaken the soft launch of its innovative new rewards product, Klevo MasterCard, on 5 November 2024 in Bangkok, Thailand.

The Klevo MasterCard, launched in collaboration with Fly Wallet Pty Ltd, offers both physical and digital solutions, supported by the Klevo mobile applications, which are now available for download on the Apple App Store and Google Play. This milestone marks a significant step in the Company's ongoing efforts to deliver seamless and rewarding customer experiences across both B2B and B2C markets.

Leadership Appointment

As announced on 20 September 2024, MRI welcomed Mr. Alexander Gold as the Company's Chief Executive Officer and Managing Director. Mr. Gold brings a wealth of experience in the technology, payments, and loyalty sectors, and will be instrumental in driving the next phase of growth for MRI.

Investment and Financing Activities

MRI has successfully secured additional investments from sophisticated investors, further strengthening the Company's financial position and supporting its ongoing strategic initiatives.

On 27 February 2023, the Company entered into a \$15 million put option facility with LDA Capital Limited. The facility, which has a 36-month term expiring in February 2026, allows MRI to access funding, subject to the listing and quotation of its shares on the ASX.

On 25 February 2025, MRI and LDA Capital Limited agreed to an amendment to the Agreement, which includes:

The assignment of all rights and obligations under the Agreement from LDA Capital Limited to its affiliate, LDA Capital Group (LDA Group).

The payment of the remaining commitment fee of \$150,000, structured as follows:

\$50,000 payable by 31 March 2025

\$100,000 payable by 30 April 2025

Further details regarding this facility are available in the Company's ASX announcements dated 27 February 2023 .

Settlement of Frankly Dispute

As announced on 12 November 2024, MRI reached a settlement with Frankly Agency Pty Ltd (ACN 614 877 995) in its personal capacity and as Trustee for Frankly Agency Discretionary Trust (ABN 81 991 794 294). Further details of this settlement are available in the ASX announcement date 12 November 2024..

Full Repayment of iGoDirect Group Loan

On 27 November 2024, MRI fully satisfied its financial obligations related to the iGoDirect Group Loan. Additional details on this repayment can be found in the ASX announcement dated 27 November 2024.

Change in Auditors

As announced on 19 December 2024, MRI appointed Connect National Audit Pty Ltd (CNA) as its new auditors. The Company extends its gratitude to RSM Australia Partners for their past professional services and support.

Progress Towards ASX Listing Compliance

MRI has been suspended from quotation on the ASX since 2 October 2023, following ASX's determination that the Company's financial condition was inadequate under Listing Rule 12.2. MRI responded to ASX's financial condition query on 30 October 2023, and ASX confirmed that the suspension would remain in place until MRI rectified the disclaimed audit opinions in its 2023 Annual Report and demonstrated full compliance with the ASX Listing Rules.

MRI is pleased to confirm that it has now met the financial reporting requirements under Listing Rule 12.2. The Company is actively working with ASX to lift the suspension and resume trading in the near term. As at the date of this report the suspensions remains in place.

Significant changes in the state of affairs

There has been no significant changes in the state of affairs of the group during the financial half-year.

My Rewards International Limited
Directors' report
31 December 2024

Matters subsequent to the end of the financial half-year

Amendment to LDA facility

The Company entered into an amendment to the Agreement on 25 February 2025. Under this amendment, the parties (LDA and MRI) have agreed to:

- The assignment of all rights and obligations pursuant to the Agreement from LDA to LDA Capital Group ('**LDA Group**'), an affiliate of LDA
- The remaining Commitment fee payable (\$150,000) to be paid as per below
 - o \$50,000 by 31 March 2025
 - o \$100,000 by 30 April 2025

Further details of this facility can be found on the ASX announcement dated 27 February 2023 .

No other matter or circumstance has arisen since 31 December 2024 that has significantly affected, or may significantly affect the consolidated entity's operations, the results of those operations, or the consolidated entity's state of affairs in future financial years.

Auditor's independence declaration

A copy of the auditor's independence declaration as required under section 307C of the Corporations Act 2001 is set out immediately after this directors' report.

Rounding of amounts

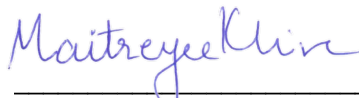
The group is of a kind referred to in ASIC Legislative 2016/191, relating to the 'rounding off' of amounts in the directors' report and financial report. Amounts in the directors' report and financial report have been rounded off the nearest dollar in accordance with the instrument.

This report is made in accordance with a resolution of Directors, pursuant to section 306(3)a of the Corporations Act 2001.

On behalf of the directors



Mr David Vinson
Non-Executive Chairman and Director



Ms Maitreyee Khire
Director

28 March 2025

**AUDITOR'S INDEPENDENCE DECLARATION
UNDER SECTION 307C OF THE CORPORATIONS ACT 2001
TO THE DIRECTORS OF MY REWARDS INTERNATIONAL LIMITED**

As lead auditor for the review of My Rewards International Limited for the half-year ended 31 December 2024, I declare that, to the best of my knowledge and belief, there have been:

- (a) no contraventions of the auditor independence requirements of the *Corporations Act 2001* in relation to the review; and
- (b) no contraventions of any applicable code of professional conduct in relation to the review.



ROBIN KING HENG LI CA RCA
DIRECTOR
CONNECT NATIONAL AUDIT PTY LTD
Authorised Audit Company No. 521888
28 March 2025

My Rewards International Limited

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31 December 2024

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General information

The financial statements cover My Rewards International Limited as a consolidated entity consisting of My Rewards International Limited and the entities it controlled at the end of, or during, the half-year. The financial statements are presented in Australian dollars, which is My Rewards International Limited's functional and presentation currency.

My Rewards International Limited is a listed public company limited by shares, incorporated and domiciled in Australia. Its registered office and principal place of business are:

Registered office

Minas & Associates
Suite 62, 3-7 Fetherstone Street,
Bankstown, NSW 2200
Australia

Principal place of business

My Rewards International Limited
Suite G02, 181-185 St. Kilda Road
St. Kilda VIC 3182
Australia

A description of the nature of the consolidated entity's operations and its principal activities are included in the directors' report, which is not part of the financial statements.

The financial statements were authorised for issue, in accordance with a resolution of directors, on 28 March 2025.

My Rewards International Limited
Consolidated statement of profit or loss and other comprehensive income
For the half-year ended 31 December 2024

		Consolidated	
	Note	31 December 2024	31 December 2023
		\$	\$
Revenue from contract with customers	3	751,905	3,015,988
Other income	4	345,426	1,271,138
Expenses			
Cost of sales		(663,052)	(3,456,109)
Employee benefits expense	5	(645,313)	(1,041,951)
Amortisation expense		(108,628)	-
Advertising and marketing expense		(40,717)	(7,073)
Impairment of assets		-	(131,772)
Legal professional and consultancy	5	(440,790)	(986,103)
Other expenses		(757,305)	(350,840)
Finance costs	5	(173,142)	(518,883)
Loss before income tax expense		(1,731,616)	(2,205,605)
Income tax expense		-	-
Loss after income tax expense for the half-year		(1,731,616)	(2,205,605)
Other comprehensive income for the half-year, net of tax		-	-
Total comprehensive income for the half-year		<u>(1,731,616)</u>	<u>(2,205,605)</u>
Loss for the half-year is attributable to:			
Non-controlling interest		145	-
Owners of My Rewards International Limited		<u>(1,731,761)</u>	<u>(2,205,605)</u>
		<u>(1,731,616)</u>	<u>(2,205,605)</u>
Total comprehensive income for the half-year is attributable to:			
Non-controlling interest		-	-
Owners of My Rewards International Limited		<u>(1,731,616)</u>	<u>(2,205,605)</u>
		<u>(1,731,616)</u>	<u>(2,205,605)</u>
		Cents	Cents
Basic earnings per share	20	(0.28)	(0.56)
Diluted earnings per share	20	(0.28)	(0.56)

The above consolidated statement of profit or loss and other comprehensive income should be read in conjunction with the accompanying notes

My Rewards International Limited
Consolidated statement of financial position
As at 31 December 2024

		Consolidated	
		31 December	
	Note	2024	30 June 2024
		\$	\$
Assets			
Current assets			
Cash and cash equivalents	6	300,863	-
Trade and other receivables	7	241,183	280,187
Other current assets	8	260,687	305,473
Total current assets		<u>802,733</u>	<u>585,660</u>
Non-current assets			
Intangibles		61,252	166,431
Total non-current assets		<u>61,252</u>	<u>166,431</u>
Total assets		<u>863,985</u>	<u>752,091</u>
Liabilities			
Current liabilities			
Trade and other payables	9	2,299,326	1,888,847
Borrowings	10	1,043,935	340,854
Employee benefits	11	1,200,390	1,023,021
Other current liabilities	12	366,063	466,063
Deferred revenue	13	164,227	227,463
Total current liabilities		<u>5,073,941</u>	<u>3,946,248</u>
Non-current liabilities			
Borrowings	14	197,064	1,718,388
Employee benefits non-current		56,377	49,236
Other non-current liabilities	15	219,638	219,638
Total non-current liabilities		<u>473,079</u>	<u>1,987,262</u>
Total liabilities		<u>5,547,020</u>	<u>5,933,510</u>
Net liabilities		<u>(4,683,035)</u>	<u>(5,181,419)</u>
Equity			
Share capital	16	23,355,043	21,125,043
Other reserves	17	757,163	757,163
Accumulated losses		<u>(28,796,034)</u>	<u>(27,064,273)</u>
Deficiency in equity attributable to the owners of My Rewards International Limited		<u>(4,683,828)</u>	<u>(5,182,067)</u>
Non-controlling interest	18	793	648
Total deficiency in equity		<u>(4,683,035)</u>	<u>(5,181,419)</u>

The above consolidated statement of financial position should be read in conjunction with the accompanying notes

My Rewards International Limited
Consolidated statement of changes in equity
For the half-year ended 31 December 2024

	Issued capital \$	Other Reserves \$	Accumulated losses \$	Non- controlling interest \$	Total deficiency in equity \$
Consolidated					
Balance at 1 July 2023	19,199,681	757,163	(24,441,057)	-	(4,484,213)
Loss after income tax expense for the half-year	-	-	(2,205,605)	-	(2,205,605)
Other comprehensive income for the half-year, net of tax	-	-	-	-	-
Total comprehensive income for the half-year	-	-	(2,205,605)	-	(2,205,605)
<i>Transactions with owners in their capacity as owners:</i>					
Contributions of equity	1,585,525	-	-	-	1,585,525
Share issue expenses	(52,251)	-	-	-	(52,251)
	<u>1,533,274</u>				<u>1,533,274</u>
Balance at 31 December 2023	<u>20,732,955</u>	<u>757,163</u>	<u>(26,646,662)</u>	<u>-</u>	<u>(5,156,544)</u>
	Issued capital \$	Other Reserves \$	Accumulated losses \$	Non- controlling interest \$	Total deficiency in equity \$
Consolidated					
Balance at 1 July 2024	21,125,043	757,163	(27,064,273)	648	(5,181,419)
Profit/(loss) after income tax expense for the half-year	-	-	(1,731,761)	145	(1,731,616)
Other comprehensive income for the half-year, net of tax	-	-	-	-	-
Total comprehensive income for the half-year	-	-	(1,731,761)	145	(1,731,616)
<i>Transactions with owners in their capacity as owners:</i>					
Contributions of equity	2,440,000	-	-	-	2,440,000
Share issue expenses	(210,000)	-	-	-	(210,000)
	<u>2,230,000</u>				<u>2,230,000</u>
Balance at 31 December 2024	<u>23,355,043</u>	<u>757,163</u>	<u>(28,796,034)</u>	<u>793</u>	<u>(4,683,035)</u>

The above consolidated statement of changes in equity should be read in conjunction with the accompanying notes

My Rewards International Limited
Consolidated statement of cash flows
For the half-year ended 31 December 2024

		Consolidated	
	Note	December2024	December2023
		\$	\$
Cash flows from operating activities			
Receipts from customers (inclusive of GST)		727,674	3,676,114
Payments to suppliers (inclusive of GST)		(1,646,390)	(4,984,664)
Other revenue		2,024	73,013
Interest and other finance costs paid		(41,350)	(1,397,231)
		<u>(958,042)</u>	<u>(2,632,768)</u>
Net cash used in operating activities			
Cash flows from investing activities			
Payments for intangibles		(3,449)	-
		<u>(3,449)</u>	<u>-</u>
Net cash used in investing activities			
Cash flows from financing activities			
Proceeds from issues of shares and other equity securities	16	1,105,000	960,000
Proceeds from borrowings		721,854	2,128,501
Share issue transaction costs		(210,000)	(86,608)
Repayment of borrowings		(354,500)	(218,215)
Repayment of lease liabilities		-	(62,737)
		<u>1,262,354</u>	<u>2,720,941</u>
Net cash from financing activities			
Net increase in cash and cash equivalents		300,863	88,173
Cash and cash equivalents at the beginning of the financial half-year		<u>-</u>	<u>-</u>
Cash and cash equivalents at the end of the financial half-year	6	<u><u>300,863</u></u>	<u><u>88,173</u></u>

The above consolidated statement of cash flows should be read in conjunction with the accompanying notes

My Rewards International Limited
Notes to the consolidated financial statements
31 December 2024

Note 1. Segment information

Management has determined, based on the reports reviewed by the chief operating decision maker that are used to make strategic decisions, that the group has one reportable segment being providing membership service and loyalty programs for corporate and retail clients. The segment details are therefore fully reflected in the body of the financial report.

Note 2. Summary of material accounting policy information

These general purpose financial statements for the interim half-year reporting period ended 31 December 2024 have been prepared in accordance with Australian Accounting Standard AASB 134 'Interim Financial Reporting' and the Corporations Act 2001, as appropriate for for-profit oriented entities. Compliance with AASB 134 ensures compliance with International Financial Reporting Standard IAS 34 'Interim Financial Reporting'.

These general purpose financial statements do not include all the notes of the type normally included in annual financial statements. Accordingly, these financial statements are to be read in conjunction with the annual report for the year ended 30 June 2024 and any public announcements made by the company during the interim reporting period in accordance with the continuous disclosure requirements of the Corporations Act 2001.

The accounting policies adopted are consistent with those of the previous financial year and corresponding interim reporting period, except for the policies stated below.

General information

The financial statements cover My Rewards International Limited as a consolidated entity consisting of My Rewards International Limited and the entities it controlled at the end of, or during, the half-year. The financial statements are presented in Australian dollars, which is My Rewards International Limited's functional and presentation currency.

My Rewards International Limited by shares, incorporated and domiciled in Australia. Its registered office and principal place of business is: Suite G02, 181-185 St Kilda Road St Kilda, Victoria 3182.

A description of the nature of the consolidated entity's operations and its principal activities are included in the Directors' report, which is not part of the financial statements.

The financial statements were authorised for issue, in accordance with a resolution of the Directors, on 28 March 2025. The Directors have the power to amend and reissue statements.

Going concern

As disclosed in the financial statements, the Group incurred a net loss after income tax of \$1,731,616 (Dec 2023: 2,205,605) a reduction in the losses by \$473,990, and had net cash outflows from operating activities of \$1,141,213 for the half-year ended 31 December 2024 (Dec 2023: 2,632,768). As of that date the Group had net current liabilities of \$4,271,207 (June 2024: 3,360,588) and a net liability position of \$4,683,034 (June 2024: 5,181,419).

These factors indicate a material uncertainty which may cast significant doubt as to whether the Group will continue as a going concern and therefore whether it will realise its assets and extinguish its liabilities in the normal course of business and at the amounts stated in the financial report.

The Directors believe that it is reasonably foreseeable that the Group will continue as a going concern and that it is appropriate to adopt the going concern basis in the preparation of the financial report after having prepared a cashflow forecast which provides that the Group will maintain a positive cash balance in the next twelve months from the date of this report. The cash flow forecast is dependent on the timely achievement of the below assumptions:

Note 2. Summary of material accounting policy information (continued)

1. The Company will hold an underwritten pro-rata non-renounceable rights issue within 3 months from the date of this report, subject to the ASX suspension being lifted, to raise a minimum of \$2 million and a maximum of \$2.46 mil before costs;
2. On 27 February 2023, the Company entered into a put option facility with LDA Capital Limited ('LDA') for an amount of \$15 million ('Agreement').
 - a. As of date of this report, no capital call has been completed under this arrangement. The Company intends to draw down upon this facility after its suspension from the ASX is lifted. The Group can draw down on this Agreement multiple times subject, inter alia, to:
 - i. Shares of MRI being traded and not in suspension within the prior 15-trading days of the draw down, and
 - ii. MRI issuing a capital call as required under the LDA agreement. Key conditions of this draw down are;
 1. Capital call due process is followed;
 2. Maximum holding of LDA under this facility does not exceed 19.9% of the Company's issued capital;
 3. Shares are issued at 10% discount to VWAP of the 15-trading days prior to the capital call.
3. MRI entered into a Heads of Agreement with Investor Andrew Shi on 11 August 2023. Subject to sufficient placement capacity in the Company and any relevant ASX listing rules requirement, this agreement will allow the Company to access investment of up to \$4.4 million. As of date of this report, \$300k was invested under this arrangement, and availability of the remaining investments is subject to reinstatement of trading the Group's securities on ASX.
4. The Company is in negotiations with ATO to set a payment plan for the outstanding debt of \$777,123 to be paid over a period of 18 months. The proposed plan will require the Company to repay \$165,000 by December 2025. The Company also anticipates receiving a research and development tax incentive refund as it has in the prior years to offset its debt.
5. The Company has negotiated a repayment plan for the third-party loans of \$240,890 including interest. The Company will be required to repay \$105,000 in interest and principal by December 2025.
6. The Company is in negotiations with parties who participated under the AMRAM facility to extend the repayment of \$651,000 until June 2026 and where possible (subject to available placement capacity or shareholder approval where required) settle the amounts outstanding in shares of the company.
7. The Directors and Key Management Personnel have resolved that total accrued wages, annual leave and long service leave entitlements of \$724,959 payable to them will not be used or called upon for a period of 12 months from the date of this report, and that, subject to shareholder approval and any other regulatory requirements, the amounts may be settled in shares of MRI as soon as practicable.
8. The directors are confident the Group has the ability to raise further capital from existing shareholders and new investors if required.

Although the Directors are confident of achieving required funding and the group's current suspension with the ASX being lifted, the Group notes that if the factors mentioned above are not achieved or within the timeline expected by the Directors then the Group may not be able to continue as a going concern and realise its assets and extinguish liabilities at the values stated in the financial statement.

The financial report does not include any adjustments relating to the amounts or classification of recorded assets or liabilities that might be necessary if the Group does not continue as a going concern.

Note 3. Revenue from contract with customers

	Consolidated	
	December	December
	2024	2023
	\$	\$
Item sales	604,939	2,334,261
Membership fees	44,381	419,602
Management fees	102,585	262,125
Revenue from contract with customers	<u>751,905</u>	<u>3,015,988</u>

Note 3. Revenue from contract with customers (continued)

	Consolidated	Consolidated
	December	December
	2024	2023
	\$	\$
<i>Timing of revenue recognition</i>		
Goods transferred at a point in time	604,939	2,334,261
Services transferred over time	146,966	681,727
	<u>751,905</u>	<u>3,015,988</u>

Revenue from contract with customers are all from Australia.

Revenue from the item sales is recognized at the point in time when the customer obtains control of the goods, which is generally at the time of delivery.

Note 4. Other income

	Consolidated	Consolidated
	December	December
	2024	2023
	\$	\$
Other income	312,191	653,973
Digital income	-	593,620
Recovery income	33,235	23,545
Other income	<u>345,426</u>	<u>1,271,138</u>

The other income of \$312,191 for the period noted above includes an amount of \$312,182 pertaining to an asset sale agreement with IGODIRECT ("lender") in order to extinguish the borrowings owed to them. The contract included delivering key contracts which were delivered in FY2024 and FY2025 to the lender and the sale amount was used to offset the loan amount. As noted elsewhere in the financial statements, the amount borrowed was fully settled on 27 November 2024.

Note 5. Other expense items

(a) Expenses

	December	December
	2024	2023
	\$	\$
Employee benefits expense		
Wages and Salaries	562,409	974,227
Directors Fee	1,573	17,308
Superannuation and Payroll tax	83,151	146,344
Leave obligations	(1,820)	(95,928)
	<u>645,313</u>	<u>1,041,951</u>

My Rewards International Limited
Notes to the financial statements
31 December 2024

Note 5. Other expense items (continued)

	December 2024 \$	December 2023 \$
Legal, professional and consultancy		
Accounting and audit	98,105	179,514
Consulting fees	153,554	615,888
Legal fees	189,131	190,701
	<u>440,790</u>	<u>986,103</u>
	December 2024 \$	December 2023 \$
Finance costs		
Interest and finance charges paid/payable on borrowings	173,142	512,524
Interest on leases	-	6,360
	<u>173,142</u>	<u>518,884</u>

Note 6. Current assets - cash and cash equivalents

	Consolidated December 2024 \$	June 2024 \$
Cash at bank	13,144	-
Trust account	287,719	-
	<u>300,863</u>	<u>-</u>

Note 7. Current assets - trade and other receivables

	Consolidated December 2024 \$	June 2024 \$
Trade receivables	504,172	491,067
Less: Allowance for expected credit losses	(349,785)	(249,460)
	<u>154,387</u>	<u>241,607</u>
Other receivables	19,961	19,961
BAS receivable	66,835	18,619
	<u>241,183</u>	<u>280,187</u>

My Rewards International Limited
Notes to the financial statements
31 December 2024

Note 8. Current assets - other

	Consolidated	
	December	June
	2024	2024
	\$	\$
Prepayments	251,575	285,026
Deferred expenses	9,112	20,447
	<u>260,687</u>	<u>305,473</u>

Note 9. Current liabilities - trade and other payables

	Consolidated	
	December	June
	2024	2024
	\$	\$
Trade payables	1,170,272	932,687
Credit card payables	162,704	25,444
Payroll tax and other statutory liabilities	83,296	25,547
ATO Payable	777,213	656,779
BAS payable	-	47,178
Other payables	105,841	201,212
	<u>2,299,326</u>	<u>1,888,847</u>

Note 10. Current liabilities - borrowings

	Consolidated	
	December	June
	2024	2024
	\$	\$
Loan - Third parties	163,500	218,000
Loan - AMRAM	651,000	-
Interest payable	229,435	122,854
	<u>1,043,935</u>	<u>340,854</u>

Note 11. Current liabilities - provisions

	Consolidated	
	December	June
	2024	2024
	\$	\$
Annual leave	134,947	145,470
Long service leave	87,558	85,995
Wages payable	170,209	89,267
Director fee payable	595,599	515,492
Superannuation payable	212,077	186,797
	<u>1,200,390</u>	<u>1,023,021</u>

Note 12. Current liabilities - Other current liabilities

	Consolidated	
	December	June
	2024	2024
	\$	\$
Payable to Frankly Agency	366,063	466,063

MRI first identified what it considered to be potential discrepancies with the Frankly Acquisition purchase documentation on 19 July 2023. This dispute centred on the underlying information on which the consideration was determined. MRI engaged lawyers to defend a writ filed on behalf of Frankly Agency Pty Ltd. The writ sought payment of amounts outstanding of \$649,999 under the original agreement (plus damages, costs and interest) and the final agreed amount was \$685,700. Parties settled the dispute via a Deed of Settlement on 12th November 2024. The consolidated entity paid \$100,000 towards the extinguishment of this payable during the half-year.

Note 13. Current liabilities - Deferred revenue

	Consolidated	
	December	June
	2024	2024
	\$	\$
Deferred revenue	164,227	227,463

Note 14. Non-current liabilities - borrowings

	Consolidated	
	December	June
	2024	2024
	\$	\$
Loan - PayPal	87,587	88,087
Loan - HP Financial Services	17,477	29,827
Loan - AMRAM	-	651,000
Loan - IGODirect	-	489,058
Loan- Minas & Associates	-	393,147
Loan - George Minas	92,000	67,269
	197,064	1,718,388

Note 15. Non-current liabilities - Other non-current liabilities

	Consolidated	
	December	June
	2024	2024
	\$	\$
Payable to Frankly Agency (Refer Note 12)	219,638	219,638

Note 16. Equity - issued capital

	31 December	30 June	Consolidated	30 June
	2024	2024	2024	2024
	Shares	Shares	\$	\$
Ordinary shares - fully paid	820,340,806	509,229,695	23,355,043	21,125,043

My Rewards International Limited
Notes to the financial statements
31 December 2024

Note 16. Equity - issued capital (continued)

Movements in ordinary share capital

Details	Date	Shares	Issue price	\$
Balance	1 July 2024	509,229,695		21,125,043
Issue of Shares at \$0.009	19/07/2024	44,444,445	\$0.009	400,000
Issue of Shares at \$0.009	05/09/2024	30,858,889	\$0.009	277,730
Issue of Shares at \$0.009	13/09/2024	18,744,667	\$0.009	168,702
Issue of Shares at \$0.009	31/10/2024	17,063,110	\$0.009	153,568
Issue of Shares in lieu of payment for services at \$0.017	27/11/2024	200,000,000	\$0.017	1,440,000
Less: Transaction costs arising on share issues		-		(210,000)
Balance	31 December 2024	<u>820,340,806</u>		<u>23,355,043</u>

Ordinary shares

Ordinary shares entitle the holder to participate in dividends and the proceeds on the winding up of the company in proportion to the number of and amounts paid on the shares held. The fully paid ordinary shares have no par value and the company does not have a limited amount of authorised capital.

On a show of hands every member present at a meeting in person or by proxy shall have one vote and upon a poll each share shall have one vote.

Share buy-back

There is no current on-market share buy-back.

Note 17. Equity - reserves

	Consolidated	
	December 2024	June 2024
	\$	\$
Share-based payments reserve	<u>757,163</u>	<u>757,163</u>

Note 18. Equity - non-controlling interest

	Consolidated	
	December 2024	June 2024
	\$	\$
Retained profits	<u>793</u>	<u>648</u>

The group did not disclose the non-controlling interest in periods prior to 30 June 2024 given the non-controlling interest was and remains immaterial.

Note 19. Events after the reporting period

Amendment to LDA facility

The Company entered into an amendment to the Agreement on 25 February 2025. Under this amendment, the parties (LDA and MRI) have agreed to:

- The assignment of all rights and obligations pursuant to the Agreement from LDA to LDA Capital Group ('LDA Group'), an affiliate of LDA
- The remaining Commitment fee payable (\$150,000) to be paid as per below
 - o \$50,000 by 31 March 2025
 - o \$100,000 by 30 April 2025

Further details of this facility can be found on the ASX announcement dated 27 February 2023 .

No other matter or circumstance has arisen since 31 December 2024 that has significantly affected, or may significantly affect the consolidated entity's operations, the results of those operations, or the consolidated entity's state of affairs in future financial years.

Note 20. Loss per share

	Consolidated	
	2024	2023
	\$	\$
Loss after income tax	(1,731,616)	(2,205,605)
Non-controlling interest	(145)	-
Loss after income tax attributable to the owners of My Rewards International Limited	<u>(1,731,761)</u>	<u>(2,205,605)</u>
	Number	Number
Weighted average number of ordinary shares used in calculating basic earnings per share	<u>623,043,038</u>	<u>391,229,031</u>
Weighted average number of ordinary shares used in calculating diluted earnings per share	<u>623,043,038</u>	<u>391,229,031</u>
	Cents	Cents
Basic earnings per share	(0.28)	(0.56)
Diluted earnings per share	(0.28)	(0.56)

My Rewards International Limited
Directors' declaration
31 December 2024

In the directors' opinion:

- the financial statements and notes as set out on pages 6 to 17 comply with the Corporations Act 2001, Australian Accounting Standard AASB 134 'Interim Financial Reporting', the Corporations Regulations 2001 and other mandatory professional reporting requirements;
- the attached financial statements and notes give a true and fair view of the consolidated entity's financial position as at 31 December 2024 and of its performance for the financial half-year ended on that date; and
- there are reasonable grounds to believe that the company will be able to pay its debts as and when they become due and payable.

Signed in accordance with a resolution of directors made pursuant to section 303(5)(a) of the Corporations Act 2001.

On behalf of the directors



Mr David Vinson
Non-Executive Chairman and Director



Ms Maitreyee Khire
Director

28 March 2025

**Independent Auditor's Review Report
To the members of My Rewards International Limited and its controlled entities
Report on the Half-year Financial Report**

Conclusion

We have reviewed the accompanying Half-year Financial Report of My Rewards International Limited ("the Company or parent entity") and its controlled entities ("the consolidated entity"). Based on our review, which is not an audit, we have not become aware of any matter that makes us believe that the Half-year Financial Report of consolidated entity is not in accordance with the Corporations Act 2001, including:

- Giving a true and fair view of the consolidated entity's financial position as at 31 December 2024 and of its performance for the Half-year ended on that date; and
- Complying with Australian Accounting Standard AASB 134 Interim Financial Reporting and the Corporations Regulations 2001.

The Half-year Financial Report comprises:

- Consolidated statement of financial position as at 31 December 2024;
- Consolidated statement of profit or loss and other comprehensive income, consolidated statement of changes in equity and consolidated statement of cash flows for the Half-year ended on that date;
- Notes 1 to 20 comprising a summary of material accounting policies and other explanatory information; and
- The Directors' Declaration.

Basis for Conclusion

We conducted our review in accordance with Auditing Standard on Review Engagements ASRE 2410 Review of the Financial Report performed by the Independent Auditor of the Entity. Our responsibilities are further described in the Auditor's Responsibilities for the Review of the Half-year Financial Report section of our report. We are independent of the consolidated entity in accordance with the auditor independence requirements of the Corporations Act 2001 and the ethical requirements of the Accounting Professional and Ethical Standards Board's APES 110 Code of Ethics for Professional Accountants (including Independence Standards) (the Code) that are relevant to our audit of the annual financial report in Australia. We have also fulfilled our other ethical responsibilities in accordance with the Code.

We confirm that the independence declaration required by the corporations Act 2001 which has been given to the directors of the company, would be in the same terms if given to the directors as at the time of this auditor's review report.

Emphasis of Matter - Material uncertainty related to going concern

We draw attention to Note 2 of the financial report which disclosed in the financial statements, the Group incurred a net loss after income tax of \$1,731,616 (Dec 2023: 2,205,605) and had net cash outflows from operating activities of \$1,141,213 for the half-year ended 31 December 2024 (Dec 2023: 2,632,768). As of that date the Group had net current liabilities of \$4,271,207 (June 2024: 3,360,588) and a net liability position of \$4,683,034 (June 2024: 5,181,419).

These factors indicate a material uncertainty which can cast significant doubt as to whether the Group will continue as a going concern and therefore whether it will realise its assets and extinguish its liabilities in the normal course of business and at the amounts stated in the financial report.

The Directors believe that it is reasonably foreseeable that the Group will continue as a going concern and that it is appropriate to adopt the going concern basis in the preparation of the financial report after having prepared a cashflow forecast which provides that the Group will maintain a positive cash balance in the next twelve months from the date of this report. The cash flow forecast is dependent on the timely achievement of the below assumptions:

1. The Company will hold an underwritten pro-rata non-renounceable rights issue within 3 months from the date of this report, subject to the ASX suspension being lifted, to raise a minimum of \$2 million and a maximum of \$2.46 mil before costs;

2. On 27 February 2023, the Company entered into a put option facility with LDA Capital Limited ('LDA') for an amount of \$15 million ('Agreement'). As of date of this report, no capital call has been completed under this arrangement. The Company intends to draw down upon this facility after its suspension from the ASX is lifted. The Group can draw down on this Agreement multiple times subject, inter alia, to:

i. Shares of MRI being traded and not in suspension within the prior 15-trading days of the draw down, and

ii. MRI issuing a capital call as required under the LDA agreement. Key conditions of this draw down are:

1. Capital call due process being followed;
2. Maximum holding of LDA under this facility does not exceed 19.9% of the Company's issued capital;
3. Shares are issued at 10% discount to VWAP of the 15-trading days prior to the capital call.

3. MRI entered into a Heads of Agreement with Investor Andrew Shi on 11 August 2023. Subject to sufficient placement capacity in the Company and any relevant ASX listing rules requirement, this agreement will allow the Company to access investment of up to \$4.4 million. As of date of this report, \$300k was invested under this arrangement, and availability of the remaining investments is subject to reinstatement of trading the Group's securities on ASX.

4. The Company is in negotiations with ATO to set a payment plan for the outstanding debt of \$777,123 to be paid over a period of 18 months. The proposed plan will require the Company to repay \$165,000

by December 2025. The Company also anticipates receiving a research and development tax incentive refund as it has in the prior years to offset its debt.

5. The Company has negotiated a repayment plan for the third-party loans of \$240,890 including interest. The Company will be required to repay \$105,000 in interest and principal by December 2025.

6. The Company is in negotiations with parties who participated under the AMRAM facility to extend the repayment of \$651,000 until June 2026 and where possible (subject to available placement capacity or shareholder approval where required) settle the amounts outstanding in shares of the company.

7. The Directors and Key Management Personnel have resolved that total accrued wages, annual leave and long service leave entitlements of \$724,959 payable to them will not be used or called upon for a period of 12 months from the date of this report, and that, subject to shareholder approval and any other regulatory requirements, the amounts may be settled in shares of MRI as soon as practicable.

8. The directors are confident the Group has the ability to raise further capital from existing shareholders and new investors if required.

Although the Directors are confident of achieving required funding and the group's current suspension with the ASX being lifted, the Group notes that if the factors mentioned above are not achieved within the timeline expected by the Directors, then the Group may not be able to continue as a going concern and realise its assets and extinguish liabilities at the values stated in the financial statement. The financial report does not include any adjustments relating to the amounts or classification of recorded assets or liabilities that might be necessary if the Group does not continue as a going concern.

These events or conditions, along with other matters detailed in the note, indicate the existence of material uncertainty. If these events or conditions are not completed, and within the timeframes forecast, whether the Consolidated entity is able to continue as a going concern and therefore realise its assets and settle its liabilities in the ordinary course of business is uncertain. Our opinion is not modified in respect of this matter.

Responsibilities of the Directors for the Half-year Financial Report

The Directors of the Company are responsible for:

- The preparation of the Half-year Financial Report that gives a true and fair view in accordance with Australian Accounting Standards and Corporations Act 2001
- For such internal control as the Directors determine is necessary to enable the preparation of the Half-year Financial Report that is free from material misstatement, whether due to fraud or error.

Auditor's responsibility for the review of the Half-year Financial Report

Our responsibility is to express a conclusion on the Half-year Financial Report based on our review. ASRE 2410 requires us to conclude whether we have become aware of any matter that makes us

believe that the Half-year Financial Report is not in accordance with the Corporations Act 2001 including: giving a true and fair view of the consolidated entity's financial position as at 31 December 2024 and its performance for the half-year ended on that date; and complying with Australian Accounting Standard AASB 134 Interim Financial Reporting and the Corporations Regulations 2001.

A review of a Half-year Financial Report consists of making enquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with Australian Auditing Standards and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.

Connect National Audit

CONNECT NATIONAL AUDIT PTY LTD
Authorised Audit Company No. 521888



ROBIN KING HENG LI CA RCA
DIRECTOR
28 March 2025