

17 July 2017

Dear Shareholder

**Rewardle Holdings Limited entitlement offer – notice to shareholders**

On 17 July 2017, Rewardle Holdings Limited ACN 168 751 746 (**Rewardle** or **Company**) announced a 1 for 1.4 pro rata non-renounceable entitlement offer of fully paid ordinary shares in Rewardle (**New Shares**) to raise approximately \$2 million (**Entitlement Offer**).

The offer price for the Entitlement Offer will be 1.5 cents per New Share (**Offer Price**). The Entitlement Offer Price represents a 13% discount to the 30 day VWAP to 13 July 2017 of Rewardle shares (the last trading day before this announcement).

Under the Entitlement Offer, eligible shareholders will be able to subscribe for 1 New Share for every 1.4 existing shares held at 7.00pm (AEST time) on 25 July 2017 (**Record Date**) at the Offer Price (**Entitlements**).

The Entitlement Offer is fully underwritten by Executive Chairman and Founder, Ruwan Weerasooriya (Underwriter). The terms of the Underwriting Agreement will be set out in the Entitlement Offer document.

The funds raised from this Entitlement Offer will be used to fund growth of the Merchant and Member Network and associated administration, general working capital, the working capital loan repayment and the costs of the Entitlement Offer.

The Entitlements are non-renounceable and will not be tradable on ASX or otherwise transferable. Shareholders who do not take up their Entitlements will not receive any value for those Entitlements that they do not take up. Shareholders who are not eligible to receive Entitlements will not receive any value for the Entitlements they would have received had they been eligible.

Existing option holders need to exercise their options and be registered retail holders of fully paid ordinary shares on the Record Date if they wish to participate in the Entitlement Offer.

It is expected that approximately 134,597,106 New Shares will be issued as part of the Entitlement Offer. New Shares issued under the Entitlement Offer will rank equally with existing shares.

Eligible shareholders may apply for some or all of their Entitlement under the Rights Issue, and may also apply for Additional New Shares in excess of their Entitlement. There is no maximum cap on the number of Additional New Shares for which an Eligible Shareholder may apply for, subject to there being a sufficient Shortfall under the Shortfall Offer.

Rewardle will notify shareholders as to whether they are eligible to participate in the Entitlement Offer. Eligible shareholders will be sent, on Wednesday, 26 July 2017, an information booklet

including a personalised entitlement and acceptance form which will provide further details of how to participate in the Entitlement Offer. A copy of the Information Booklet was lodged with the ASX on Monday, 17 July 2017.

Rewardle confirms that no dividend or distribution has been, or is planning to be, announced.

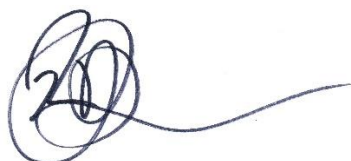
Proposed timetable (2017)\*

Rewardle expects that the Entitlement Offer will be conducted according to the following timetable:

<b>Event</b>	<b>Date</b>
<b>Announcement of Rights Issue, Appendix 3B, Cleansing Notice and Offer Document</b>	<b>Monday 17 July</b>
<b>Notice Sent to Security Holders</b>	<b>Monday 17 July</b>
<b>Ex Date</b> (date from which securities commence trading without the entitlement to participate in the Offer)	<b>Monday 24 July</b>
<b>Record Date</b> (date for determining entitlements of eligible shareholders to participate in the Offer as at 5:00pm (WST))	<b>Tuesday 25 July</b>
<b>Offer Document Dispatched to Shareholders</b> (expected date of dispatch of offer document, entitlement and acceptance forms)	<b>Wednesday 26 July</b>
<b>Rights Issue Opens</b>	<b>Wednesday 26 July</b>
<b>Closing Date* 5pm (WST)</b>	<b>Friday 4 August</b>
<b>New Shares quoted on a deferred settlement basis</b>	<b>Monday 7 August</b>
<b>ASX Notified of Shortfall and Underwriting</b>	<b>Wednesday 9 August</b>
<b>Issue Date**</b>	<b>Friday 11 August</b>
<b>Dispatch Holding Statements**</b>	<b>Friday 11 August</b>

*\* This timetable is indicative only. The directors may vary these dates subject to the ASX Listing Rules. An extension of the closing date will delay the anticipated date for issue of the New Shares. The directors of Rewardle also reserve the right not to proceed with the whole or part of the Entitlement Offer any time prior to the issue of the New Shares under the Entitlement Offer. In that event, the relevant application monies (without interest) will be returned in full to applicants.*

For more information, please contact the Company Secretary on +61 8 9388 8290.



**Ruwan Weerasooriya**  
**Executive Chairman**  
**Rewardle Holdings Limited**

17 July 2017

Dear Shareholder

### **Rewardle Holdings Limited notice to ineligible shareholders**

On 17 July 2017, Rewardle Limited ACN 169 263 094 (**Rewardle**) announced a 1 for 1.4 pro rata non-renounceable entitlement offer of fully paid ordinary shares in the Rewardle (**New Shares**) to raise approximately \$2 million (**Entitlement Offer**).

The Entitlement Offer is fully underwritten. Further details of the Entitlement Offer are set out in the Information Booklet lodged with ASX on 17 July 2017.

The proceeds of the Entitlement Offer will be applied for growth of the Merchant and Member Network and associated administration, repayment of a working capital loan, general working capital, and the costs of the Entitlement Offer.

### **Terms of the Entitlement Offer**

The offer price for the Entitlement Offer is \$0.015 per New Share (**Offer Price**). Under the Entitlement Offer, eligible shareholders will be able to subscribe for 1 New Share for every 1.4 existing shares held at 7.00pm (Melbourne time) on 25 July 2017 (**Record Date**) at the Offer Price (**Entitlements**).

Rewardle will offer the New Shares for issue without disclosure to investors under section 708AA(2)(f) of the *Corporations Act 2001* (Cth) (**Corporations Act**) as notionally modified by ASIC Class Order 08/35. On 17 July 2017, Rewardle lodged an Offer Document for the Entitlement Offer with ASX, a copy of which will be sent to each eligible shareholder (along with a personalised Entitlement and Acceptance Form) on or about 26 July 2017. Shareholder approval is not required for Rewardle to make the offer under the Entitlement Offer.

Eligible shareholders may apply for some or all of their Entitlement under the Rights Issue, and may also apply for Additional New Shares in excess of their Entitlement. There is no maximum cap on the number of Additional New Shares for which an Eligible Shareholder may apply for, subject to there being a sufficient Shortfall under the Shortfall Offer.

The Entitlement Offer is non-renounceable. Accordingly, Entitlements do not trade on the ASX, nor can they be transferred or otherwise disposed of.

### **Eligibility of shareholders to participate in the Entitlement Offer**

This Offer does not, and is not intended to, constitute an offer in any place or jurisdiction in which, or to any person to whom, it would not be lawful to make such an offer or to issue this Offer Document. No action has been taken by the Company to permit an offer of the New Shares in any jurisdiction outside Australia and New Zealand. The Offer to Eligible Shareholders who have registered addresses in New Zealand at 5pm (WST) on the Record Date is made in reliance on the Securities Act (Overseas Companies) Exemption Notice 2013 (New Zealand).

The Company is of the view that it is unreasonable to make the Offer to Shareholders without

registered addresses in Australia and New Zealand at 5pm (WST) on the Record Date (**Ineligible Shareholders**) having regard to the:

- Small number of Ineligible Shareholders;
- Number and value of New Shares that would be offered to Ineligible Shareholders; and
- Cost of complying with regulatory requirements in jurisdictions outside Australia and New Zealand.

Accordingly, the Offer is not being extended to Shareholders with a registered address which is outside of Australia or New Zealand. Shareholders resident in Australia or New Zealand holding Shares on behalf of persons who are resident overseas are responsible for ensuring that taking up an Entitlement under the Offer does not breach regulations in the relevant overseas jurisdiction. Return of a duly completed Entitlement and Acceptance Form will be taken by the Company to constitute a representation that there has been no breach of those regulations. Shareholders with a registered address outside Australia and New Zealand at 5pm (WST) on the Record Date will receive details of the Offer and advice that the Company will not offer New Shares to such Shareholders, in accordance with Listing Rule 7.7 and that as a result their shareholding will be diluted.

Pursuant to section 615 of the Corporations Act and for the purposes of Listing Rule 7.7, the Company has appointed Patersons Securities Limited as the Company's foreign holder nominee (**Nominee**) to deal with the entitlements of Ineligible Shareholders who are overseas Shareholders. The Company has applied to ASIC to approve the appointment of the Nominee. However, as at this date, ASIC has not approved the appointment of the Nominee.

Pursuant to the arrangement with the Nominee, the Nominee will subscribe for the New Shares which Ineligible Shareholders would be entitled to if they were eligible to participate in the Offer (**Nominee Shares**).

The Nominee will then sell the Nominee Shares and remit the net proceeds from the sale of the Nominee Shares (if any) to the Ineligible Shareholders in proportion to their respective shareholdings.

The Nominee will have the absolute and sole discretion to determine the timing and price at which the Nominee Shares must be sold and the manner of any such sale.

Any interest earned on the proceeds of the sale of the Nominee Shares will firstly be applied against expenses of the sale, including brokerage, and any balance will form part of the proceeds payable to the Ineligible Shareholders (if any).

The Company will forward the proceeds of the sale of the Nominee Shares (if any) as soon as reasonably practicable to the Ineligible Shareholders in proportion to their respective shareholdings (after deducting the subscription price, brokerage commission and other expenses). If any such net proceeds of sale are less than the reasonable costs that would be incurred by the Company for distributing those proceeds, such proceeds may be retained by the Company.

Notwithstanding that the Nominee must sell the Nominee Shares, Ineligible Shareholders may nevertheless receive no net proceeds if the subscription price plus costs of the sale is greater than the sale proceeds. The Company will pay the Nominee set up and transaction fees of \$5,000 plus GST for its services. Both the Company and the Nominee take no responsibility for the outcome of the sale of the Nominee Shares.

#### **Further information**

If you have any queries, please contact Rewardle's share registry, Automic Registry Services on +61 (0)2 9698 5414, the Company Secretary on +61 8 9388 8290 or, alternatively, consult your stockbroker, solicitor, accountant or other professional financial adviser.



**Ruwan Weerasooriya**  
**Executive Chairman**  
**Rewardle Holdings Limited**

17 July 2017

Dear Option Holder

**Rewardle Holdings Limited entitlement offer – notice to option holders**

On 17 July 2017, Rewardle Holdings Limited ACN 168 751 746 (**Rewardle** or **Company**) announced a 1 for 1.4 pro rata non-renounceable entitlement offer of fully paid ordinary shares in Rewardle (**New Shares**) to raise approximately \$2 million (**Entitlement Offer**).

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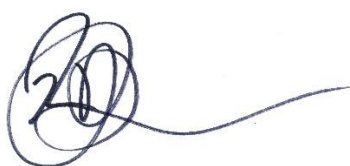
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**Participation by Option Holders**

As an option holder you are not entitled to participate in the Rights Issue. For you to participate in the Rights issue, you must exercise any options (subject to the terms of the options) and be registered as an eligible shareholder before 7pm AEST on 25 July 2017. If you do not want to exercise your options and participate in the rights issue, then you can continue to hold the options in accordance with their terms.

For more information, please contact the Company Secretary on +61 8 9388 8290.



**Ruwan Weerasooriya**  
**Executive Chairman**  
**Rewardle Holdings Limited**