

ASX Announcement

16 November 2018

REWARDLE HOLDINGS LIMITED ACCELERATED NON-RENOUNCEABLE ENTITLEMENT OFFER TO RAISE APPROXIMATELY \$1.2 MILLION

Highlights

- 1 for 1.4 accelerated pro-rata non-renounceable entitlement offer to raise gross proceeds of approximately \$1.2 million.
- Managing Director and Founder, Ruwan Weerasooriya to take up \$827,149 of his rights.
- Funds raised from the Entitlement Offer will be used for growth of the Merchant and Member Network and associated administration, software development, loan repayment, general working capital, and the costs of the Entitlement Offer.
- Offer price of 0.5 cents per new share, being a 24% discount to the 30 day VWAP to 15 November 2018.

Entitlement Offer

Rewardle Holdings Limited (ACN 168 751 746) (**Rewardle** or **Company**) announces that it intends to undertake an accelerated 1 for 1.4 pro rata non-renounceable entitlement offer of fully paid ordinary shares in Rewardle (**New Shares**) to raise approximately \$1.2 million (**Entitlement Offer**).

The offer price for the Entitlement Offer will be 0.5 cents per New Share (**Offer Price**). The Entitlement Offer Price represents a 24% discount to the 30 day VWAP to 15 November 2018 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 (AEDT) on 20 November 2018 (**Record Date**) at the Offer Price (**Entitlements**).

The funds raised from this Entitlement Offer will be used to fund:

- growth of the Merchant and Member Network and associated administration;
- software development;
- loan repayment;
- general working capital; 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.

It is expected that approximately 241,684,687 New Shares will be issued as part of the Entitlement Offer. New Shares issued under the Entitlement Offer will rank equally with existing shares.

The Entitlement Offer includes an institutional component (**Institutional Entitlement Offer**) and a retail component (**Retail Entitlement Offer**).

Under the Institutional Entitlement Offer, eligible institutional shareholders will be invited to participate in the Institutional Entitlement Offer which will take place today, Friday, 16 November 2018. Eligible institutional shareholders can choose to take up all, part or none of their Entitlement. Entitlements that eligible institutional shareholders do not take up by the close of the Institutional Entitlement Offer may be placed as shortfall by the Directors at their absolute discretion.

Eligible retail shareholders in Australia and New Zealand will be invited to participate in the Retail Entitlement Offer at the same Offer Price and offer ratio as the Institutional Entitlement Offer. The Retail Entitlement Offer will open on Friday, 23 November 2018 and close at 7.00pm (AEDT) on Friday, 7 December 2018. The Retail Entitlement Offer will include a top-up facility under which eligible retail shareholders who take up their full Entitlement will be invited to apply for additional shares in the Retail Entitlement Offer from a pool of those not taken up by other eligible retail shareholders. There is no guarantee that applicants under this top-up facility will receive all or any of the shares they apply for under the facility. The Retail Entitlement Offer is not underwritten. Entitlements not taken up under the Retail Entitlement Offer may be placed as shortfall by the Directors at their absolute discretion.

Rewardle will notify shareholders as to whether they are eligible to participate in the Entitlement Offer. Eligible shareholders will be sent, on Friday, 23 November 2018, 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 will also be lodged with the ASX on 20 November 2018.

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

Proposed timetable*

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

Key Events	Date
RXH requests trading halt before market open	16 November 2018
Announcement of the Entitlement Offer and Appendix 3B and cleansing notice lodged	16 November 2018
Institutional Entitlement Offer opens	16 November 2018
Institutional Entitlement Offer closes	16 November 2018
Announcement of results of Institutional Entitlement Offer and release of Retail Entitlement Offer documentation to ASX	20 November 2018
Trading halt lifted, existing shares recommence trading on ex-entitlement basis	20 November 2018
Record Date for the Entitlement Offer (7:00pm AEDT)	20 November 2018
Retail Entitlement Offer documentation and personalised entitlement and acceptance forms sent to eligible retail holders	23 November 2018
Retail Entitlement Offer opens	23 November 2018
Settlement of Institutional Entitlement Offer	23 November 2018
Updated Appendix 3B for New Shares issued under the Institutional Entitlement Offer lodged (if required)	23 November 2018
Issue and quotation of New Shares under the Institutional Entitlement Offer	26 November 2018
Retail Entitlement Offer closes (7:00pm AEDT)	7 December 2018
Announce results of Retail Entitlement Offer and under-subscriptions	12 December 2018
Settlement of Retail Entitlement Offer	13 December 2018
Issue of New Shares under the Retail Entitlement Offer	14 December 2018
Updated Appendix 3B for New Shares issued under the Retail Entitlement Offer lodged (if required)	14 December 2018
Quotation of New Shares under the Retail Entitlement Offer	17 December 2018
Holding statements sent to Retail shareholders	18 December 2018

** 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 reserves 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.

Signed for and on behalf of Rewardle Holdings Limited

Ian Hobson
Company Secretary
Rewardle Holdings Limited