



REWARDLE HOLDINGS LIMITED

ACN 168 751 746

Retail Entitlement Offer Information Booklet

**1 for 1.4 accelerated pro rata non-renounceable
entitlement offer at \$0.005 per New Share**

Last date for acceptance and payment: 7.00pm (AEDT) on 7 December 2018

If you are an Eligible Shareholder, this is an important document that requires your immediate attention. It should be read in its entirety. If, after reading this document you have any questions about the securities being offered for issue under it or any other matter, you should contact your stockbroker, solicitor, accountant or other professional adviser.

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Table of Contents

Clause	Page
IMPORTANT NOTICES -----	1
Chairman's Letter -----	2
Summary of the Entitlement Offer -----	3
1 Description and Effect of the Offer-----	4
2 Risks -----	11
3 How to Apply-----	19
4 Additional information-----	22
5 Definitions -----	24
6 Corporate Information -----	26

IMPORTANT NOTICES

This Information Booklet is dated 20 November 2018. Capitalised terms in this section have the meaning given to them in this Information Booklet.

The Entitlement Offer is being made without a prospectus under section 708AA of the Corporations Act (as notionally modified by ASIC Corporations (Non-Traditional Rights Issues) Instrument 2016/84). This Information Booklet does not contain all of the information which a prospective investor may require to make an informed investment decision. The information in this Information Booklet does not constitute financial product advice and does not take into account your investment objectives, financial situation or particular needs.

This Information Booklet is important and should be read in its entirety before deciding to participate in the Entitlement Offer. This Information Booklet is not a prospectus under the Corporations Act and has not been lodged with ASIC.

Rewardle may make additional announcements after the date of this Information Booklet and throughout the period that the Entitlement Offer is open that may be relevant to your consideration about whether you should participate in the Entitlement Offer.

No party other than Rewardle has authorised or caused the issue of this Information Booklet, or takes any responsibility for, or makes, any statements, representations or undertakings in this Information Booklet.

Neither Rewardle nor any other person warrants or guarantees the future performance of Rewardle or any return on any investment made under this Information Booklet. Neither ASX nor ASIC takes any responsibility for the contents of this Information Booklet or the merits of the investment to which this Information Booklet relates.

By returning an Entitlement and Acceptance Form or otherwise paying for your New Shares or Top-Up Shares through BPAY in accordance with the instructions on the Entitlement and Acceptance Form, you acknowledge that you have read this Information Booklet and you have acted in accordance with and agree to the terms of the Entitlement Offer detailed in this Information Booklet.

No overseas offering

This Information Booklet and the accompanying Entitlement and Acceptance Form do not constitute an offer or invitation in any place in which, or to any person to whom, it would not be lawful to make that offer or invitation. In particular, this Information Booklet does not constitute an offer to Ineligible Shareholders and may not be distributed in the United States and the New Shares may not be offered or sold, directly or indirectly, to persons in the United States.

This Information Booklet is not to be distributed in, and no offer of New Shares or Top-Up Shares is to be made in countries other than Australia and New Zealand. The distribution of this Information Booklet (including an electronic copy) in other jurisdictions may be restricted by law and therefore persons who come into possession of this Information Booklet should seek advice on and observe these restrictions. Any failure to comply with these restrictions may constitute a violation of applicable securities laws.

No action has been taken to register or qualify the Entitlement Offer, the Entitlements or the New Shares, or otherwise permit the public offering of the New Shares, in any jurisdiction outside Australia or New Zealand.

Foreign exchange control restrictions or restrictions on remitting funds from your country to Australia may apply. Your Application for New Shares is subject to all requisite authorities and clearances being obtained for Rewardle to lawfully receive your Application Monies.

New Zealand

The New Shares are not being offered or sold to the public within New Zealand other than to existing Rewardle shareholders with registered addresses in New Zealand to whom the offer of New Shares is being made in reliance on the Securities Act (Overseas Companies) Exemption Notice 2013 (New Zealand).

This document has not been registered, filed with or approved by a New Zealand regulatory authority under the Securities Act 1978 (New Zealand). This document is not an investment statement or prospectus under New Zealand law and is not required to, and may not, contain all the information that an investment statement or prospectus under New Zealand law is required to contain.

Definitions, currency and time

Defined terms used in this Information Booklet are contained in section 5. All references to currency are to Australian dollars and all references to time are to Brisbane time, unless otherwise indicated.

Taxation

There will be tax implications associated with participating in the Entitlement Offer and receiving New Shares. Rewardle considers that it is not appropriate to give advice regarding the tax consequences of subscribing for New Shares under this Information Booklet or the subsequent disposal of any New Shares. Rewardle recommends that you

consult your professional tax adviser in connection with the Entitlement Offer.

Privacy

Rewardle collects information about each Applicant provided on an Entitlement and Acceptance Form for the purposes of processing the Application and, if the Application is successful, to administer the Applicant's shareholding in Rewardle.

By submitting an Entitlement and Acceptance Form, you will be providing personal information to Rewardle (directly or through the Share Registry). Rewardle collects, holds and will use that information to assess your Application. Rewardle collects your personal information to process and administer your shareholding in Rewardle and to provide related services to you. Rewardle may disclose your personal information for purposes related to your shareholding in Rewardle, including to the Share Registry, Rewardle's related bodies corporate, agents, contractors and third party service providers, including mailing houses and professional advisers, and to ASX and regulatory bodies. You can obtain access to personal information that Rewardle holds about you. To make a request for access to your personal information held by (or on behalf of) Rewardle, please contact Rewardle through the Share Registry.

Governing law

This Information Booklet, the Entitlement Offer and the contracts formed on acceptance of the Applications are governed by the law applicable in Melbourne, Australia. Each Applicant submits to the exclusive jurisdiction of the Melbourne courts and courts competent to hear appeals from those courts.

No representations

No person is authorised to give any information or to make any representation in connection with the Retail Entitlement Offer which is not contained in this Information Booklet. Any information or representation in connection with the Retail Entitlement Offer not contained in the Information Booklet may not be relied upon as having been authorised by Rewardle or any of its officers.

Past performance

Investors should note that Rewardle's past performance, including past share price performance, cannot be relied upon as an indicator of (and provides no guidance as to) Rewardle's future performance including Rewardle's future financial position or share price performance.

Future performance

This Information Booklet contains certain forward-looking statements with respect to the financial condition, results of operations, projects and business of Rewardle and certain plans and objectives of the management of Rewardle. These forward-looking statements involve known and unknown risks, uncertainties and other factors which are subject to change without notice, and may involve significant elements of subjective judgement and assumptions as to future events which may or may not be correct.

Forward-looking statements are provided as a general guide only and there can be no assurance that actual outcomes will not differ materially from these statements. Neither Rewardle, nor any other person, gives any representation, warranty, assurance or guarantee that the occurrence of the events expressed or implied in any forward-looking statement will actually occur. In particular, those forward-looking statements are subject to significant uncertainties and contingencies, many of which are outside the control of Rewardle. A number of important factors could cause actual results or performance to differ materially from the forward looking statements. Investors should consider the forward looking statements contained in this Information Booklet in light of those disclosures.

Risks

Refer to the 'Risk factors' in section 2 of this Information Booklet for a summary of general and specific risk factors that may affect Rewardle.

Chairman's Letter

20 November 2018

Dear Shareholder

I am pleased to write to you, as a valued shareholder of Rewardle Holdings Limited (**Rewardle**), and offer you the opportunity to participate in Rewardle's recently announced 1 for 1.4 accelerated non-renounceable entitlement issue of new ordinary Shares in Rewardle (**New Shares**) at an Offer Price of \$0.005 per New Share (**Entitlement Offer**).

On 16 November 2018, Rewardle announced its intention to raise approximately \$1.2 million through the Entitlement Offer (before costs). The institutional component of the Entitlement Offer (**Institutional Entitlement Offer**) was successfully completed on 20 November 2018. This information booklet (**Information Booklet**) relates to the retail component of the Entitlement Offer (**Retail Entitlement Offer**).

The proceeds of the Entitlement Offer will be applied principally for growth of the Merchant and Member Network and associated administration, software development, repayment of Director's loan, general working capital, and the costs of the Entitlement Offer.

Under the Retail Entitlement Offer, Eligible Retail Shareholders have the opportunity to invest at the price of \$0.005 per New Share, which is the same price as the institutional investors who participated in the Institutional Entitlement Offer.

The number of New Shares you are entitled to subscribe for under the Retail Entitlement Offer (**Entitlement**) is set out in your personalised Entitlement and Acceptance Form that is enclosed in this Information Booklet. If you take up your Entitlement, you can also apply for additional New Shares under a 'top-up' facility (refer to section 3 of this Information Booklet for more information).

The Entitlement Offer is non-renounceable and therefore your Entitlements will not be tradeable on ASX or otherwise transferable.

Other information

This Information Booklet contains important information, including:

- instructions on how to apply, detailing how to participate in the Retail Entitlement Offer if you choose to do so, and a timetable of key dates;
- a personalised Entitlement and Acceptance Form which details your Entitlement, to be completed in accordance with the instructions on that form; and
- instructions on how to take up all or part of your Entitlement via BPAY.

The Retail Entitlement Offer closes at 7.00pm (AEDT) on 7 December 2018. Please read in full the details on how to submit your application, which are set out in this Information Booklet. For further information regarding the Retail Entitlement Offer, please visit our website at www.rewardleholdings.com.

You should also consult your stockbroker, solicitor, accountant or other professional adviser to evaluate whether or not to participate in the Retail Entitlement Offer. On behalf of the Board of Rewardle, I encourage you to consider this investment opportunity and thank you for your ongoing support.

Yours sincerely

Ruwan Weerasooriya
Chairman

Summary of the Entitlement Offer

Offer	Non-Renounceable Entitlement Offer
Ratio	1 New Share for every 1.4 existing Rewardle Shares
Offer Price	\$0.005 per New Share
Size	Approximately 241,684,687 New Shares
Gross proceeds	\$1,208,423 (before costs)

Key dates

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 AEST)	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

Notes:

All times are in Australian Eastern Daylight Time.

This timetable is indicative only and subject to change. The Directors may vary these dates, subject to the Listing Rules. An extension of the Closing Date will delay the anticipated date for issue of the New Shares. The Directors also reserve the right not to proceed with the whole or part of the Entitlement Offer any time before the issue of the New Shares. In that event, the relevant Application Monies (without interest) will be returned in full to Applicants.

Enquiries

For further information, or if you have lost your Entitlement and Acceptance Form and would like a replacement form, you should contact the Share Registry on 1300 288 664 or +61 (02) 9698 5414. Alternatively, contact your stockbroker, solicitor, accountant or other professional adviser.

1 Description and Effect of the Offer

1.1 Overview

The Entitlement Offer is an accelerated non-renounceable offer of 1 New Share for every 1.4 existing Rewardle ordinary shares at \$0.005 per New Share to raise \$1,208,423 (before direct offer costs).

The proceeds of the Entitlement Offer will fund:

- (a) growth of the Merchant and Member Network and associated administration;
- (b) software development;
- (c) repayment of Director's loan;
- (d) general working capital; and
- (e) the costs of the Entitlement Offer.

The Entitlement offer has two components:

- (a) the Institutional Entitlement Offer – an initial offer to Eligible Institutional Shareholders; and
- (b) the Retail Entitlement Offer – an offer to Eligible Retail Shareholders.

1.2 Institutional Entitlement Offer

Rewardle has already raised approximately \$827,149 from Eligible Institutional Shareholders.

New Shares issued under the Institutional Entitlement Offer were issued at the same price and at the same ratio as those being offered under the Retail Entitlement Offer.

1.3 Retail Entitlement Offer

The Retail Entitlement Offer constitutes an offer to Eligible Retail Shareholders only. The Retail Entitlement Offer consists of 76,254,821 New Shares being issued to raise \$381,274 (before costs).

Eligible Retail Shareholders who are on Rewardle's share register on the Record Date are entitled to acquire 1 New Share for every 1.4 Shares held on the Record Date (**Entitlement**).

Fractional Entitlements will be rounded up to the nearest whole number of New Shares.

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

An Entitlement and Acceptance Form setting out your Entitlement accompanies this Information Booklet. Eligible Retail Shareholders may subscribe for all or part of their Entitlement.

Eligible Retail Shareholders who do not take up all of their Entitlements will have their percentage shareholding in Rewardle diluted.

Eligible Retail Shareholders should be aware that an investment in Rewardle involves risks. The key risks identified by Rewardle are summarised in section 2 of this Information Booklet.

1.4 Issue of additional Shares under the Top-Up Facility

Any New Shares not taken up by the Closing Date may be made available to those Eligible Retail Shareholders who took up their full Entitlement and applied for additional New Shares under the Top-Up Facility (**Eligible Top-Up Facility Participants**).

There is no guarantee that those Shareholders will receive the number of New Shares applied for under the Top-Up Facility, or any. The number of New Shares available under the Top-Up Facility will not exceed the shortfall from the Retail Entitlement Offer. The Directors propose that New Shares available under the Top-Up Facility be allocated to Eligible Top-Up Facility Participants in a manner determined by the Directors at their discretion.

1.5 Underwriting

The Offer is not underwritten.

1.6 Shortfall facility

A shortfall may arise if applications received for New Shares under the Retail Entitlement Offer (including after the completion of the Top-Up Facility (if any) and the Entitlements of Ineligible Shareholders) are less than the number of New Shares offered.

The Directors, reserve the right, subject to the requirements of the Listing Rules and the Corporations Act, to place Shortfall Shares within three months after the Closing Date to either existing or new Shareholders at their discretion. If issued, Shortfall Shares will be issued at a price not less than the Offer Price of New Shares under the Retail Entitlement Offer. Shareholders will not receive any payment or value for the Entitlements not taken up under the Retail Entitlement Offer that are subsequently taken up as Shortfall Shares.

1.7 Eligibility of Retail Shareholders

The Retail Entitlement Offer is being offered to all Eligible Retail Shareholders.

An Eligible Retail Shareholder is a Shareholder on the Record Date who:

- (a) has a registered address on the Rewardle share register in Australia or New Zealand or is a Shareholder that Rewardle has otherwise determined is eligible to participate;
- (b) is not in the United States and is not a person (including nominee or custodian) acting for the account or benefit of a person in the United States;
- (c) was not invited to participate in the Institutional Entitlement Offer and was not treated as an Ineligible Institutional Shareholder under the Institutional Entitlement Offer; and
- (d) is eligible under all applicable securities laws to receive an offer under the Retail Entitlement Offer without any requirement for a prospectus to be lodged or registered.

The Retail Entitlement Offer is not being extended to the Ineligible Retail Shareholders because of the small number of those Shareholders, the number and value of the Shares they hold and the cost of complying with applicable regulations in jurisdictions outside Australia and New Zealand.

1.8 Ranking of New Shares

The New Shares issued under the Retail Entitlement Offer will be fully paid and rank equally with Existing Shares.

1.9 Issue of Shares

Rewardle has applied for quotation of the New Shares on ASX. It is expected that issue of the New Shares under the Retail Entitlement Offer will take place on or about 14 December 2018.

Application Monies will be held by Rewardle on trust for Applicants until the New Shares are issued. No interest will be paid on Application Monies.

It is the responsibility of Applicants to determine the number of New Shares issued to them before trading the New Shares. The sale by an Applicant of New Shares before receiving their holding statement is at the Applicant's own risk.

1.10 CHESS

The Company will apply to ASX to participate in CHESS, for those investors who have, or wish to have, a sponsoring stockbroker. Investors who do not wish to participate through CHESS will be issuer sponsored by the Company. Because the sub-registers are electronic, ownership of securities can be transferred without having to rely upon paper documentation.

Electronic registers mean that the Company will not be issuing certificates to investors. Instead, investors will be provided with a statement (similar to a bank account statement) that sets out the number of New Shares issued to them under this Information Booklet. The notice will also advise holders of their Holder Identification Number (HIN) and explain, for future reference, the sale and purchase procedures under CHESS and issuer sponsorship.

Further monthly statements will be provided to holders if there have been any changes in their security holding in the Company during the preceding month.

1.11 Capital structure

Subject to the rounding up of fractional Entitlements and depending on the number of Options (if any) that are exercised before the Record Date, the capital structure of Rewardle following the issue of New Shares is expected to be as follows:

Existing Shares on issue as at 16 November 2018 (announcement of the Entitlement Offer)	338,358,562
New Shares issued under the Entitlement Offer	241,684,687
Total number of Shares after the Entitlement Offer*	580,043,249

** Assuming full subscription of the Entitlement Offer.*

As at the date of this Information Booklet, Rewardle has no Options or other securities on issue other than fully paid ordinary shares.

1.12 Director Participation and Potential Effect on Control of the Company

The Company has lodged with ASX a notice in accordance with section 708AA of the Corporations Act which sets out, among other things, the effect of the Offer on the control of the Company. This notice may be viewed on the websites of the Company and ASX.

The potential effect of the Offer on the control of the Company is as follows:

- (a) If all Eligible Shareholders take up their Entitlements under the Offer, then the Offer will have no effect on the control of the Company.
- (b) If some Eligible Shareholders do not take up all of their Entitlements under the Offer, then their percentage shareholding and voting power in the Company will be diluted.

- (c) The percentage shareholding and voting power of Ineligible Shareholders will also be diluted by New Shares issued under the Offer, as a result of Ineligible Shareholders not being able to participate in the Offer.

At the date of this Offer Document it is not possible to predict the change of control of the Company which is attributable to Eligible Shareholders successfully applying for Additional New Shares under this Offer Document.

The Directors anticipate that they will take up their Entitlement as outlined in the table below.

As at the date of this Information Booklet, some of the Directors have either a direct or indirect interest in Shares. Set out below is a table summarising the Entitlement of each Director based on their current holding:

Director	Ruwan Weerasooriya	Peter Pawlowitsch	David Niall
Shareholding on Record Date	231,601,812	14,754,672	5,085,658
% Holding	68.0%	4.4%	1.5%
Entitlement	165,429,866	10,691,791	3,632,613
Intention to participate ⁽¹⁾	165,429,866 ⁽²⁾	10,691,791	3,632,613
Shareholding upon issue of Entitlement Offer Shares	397,031,678	25,293,723	8,718,271
% Holding Post Entitlement Offer ⁽³⁾	68.40%	4.40%	1.50%
% Holding Post Entitlement Offer ⁽⁴⁾	76.70%	4.88%	1.68%
% Holding Post Entitlement Offer ⁽⁵⁾	78.81%	2.93%	1.01%

Notes:

- (1) The Directors' intentions are indicative as at the date of Rewardle's announcement of the Entitlement Offer and subject to change without notice.
- (2) Subscribed for pursuant to the Institutional Entitlement Offer.
- (3) Assumes that the Entitlement Offer is fully subscribed.
- (4) Assumes there are no subscriptions other than the directors.
- (5) Assumes only Ruwan Weerasooriya subscribes for his full entitlement.

As set out in the table above, Ruwan Weerasooriya intends to subscribe for all of his Entitlement. In the event all Entitlements are accepted (or Shortfall and Additional New Shares are placed) there will be no change to the substantial shareholders of the Company on completion of the Offer. However, in the event Eligible Shareholders do not take up their full Entitlement, the maximum potential effect on control of the Company is that Ruwan Weerasooriya's holding may increase from 68% to 78.81%.

The actual effect on control will depend on the level of subscription by Eligible Shareholders pursuant to the Offer, as well as the extent to which the Directors allocate any Shortfall to third parties. Accordingly, whilst it is not possible to predict the actual effect, some potential effects of control on the Company that may arise as a result of the Rights Issue have been set out in the table above. Please note this is not an exhaustive list.

1.13 Overseas Shareholders and Appointment of Foreign Holder Nominee

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 7.00pm (AEDT) 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 7.00pm (AEDT) on the Record Date (**Ineligible Shareholders**) having regard to the:

- (a) small number of Ineligible Shareholders;
- (b) number and value of New Shares that would be offered to Ineligible Shareholders; and
- (c) 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 7.00pm (AEDT) 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 Berne No 132 Nominees Pty Ltd (ACN 010 413 591) as the Company's foreign holder nominee (**Nominee**) to deal with the entitlements of Ineligible Shareholders who are overseas Shareholders. ASIC has 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 \$3,000 plus GST for its services.

Both the Company and the Nominee take no responsibility for the outcome of the sale of the Nominee Shares.

1.14 Cost of the Entitlement Offer

The estimated costs of the Entitlement Offer is summarised below:

Offer Costs	\$
Foreign nominee fee	\$3,000
ASIC fee for nominee application	\$3,487
Legal fees	\$10,000
Printing and postage	\$5,000
Share registry fee	\$3,500
ASX fee	\$6,203
Total	\$31,190

1.15 Use of funds and effect on Rewardle's financial position

Use of Funds	\$
Costs of the offer	\$31,190
Loan Repayment*	\$300,000
Merchant and Member Network Growth and Working Capital**	\$877,233
Total	\$1,208,423

**As disclosed in note 18 (d) of the Company's 30 June 2018 audited financial statements, Ruwan Weerasooriya provided a \$900,000 unsecured, fee and interest free loan facility to the Company which became repayable in full within 21 days of the Company receiving the FY18 R&D Rebate. That rebate was received on 20 September 2018. The majority of the loan has been / will be repaid from the R&D Grant with the balance (expected to be approximately \$300,000) will be repaid from the accelerated component of the Institutional Entitlement Offer.*

***Includes funds for growth of the Merchant and Member Network and associated administration, software development and general working capital*

An unaudited pro forma balance sheet for Rewardle showing the effects of material changes since the Company's audited 30 June 2018 financial statements and the effects of the Entitlement Offer (assuming the total funds raised under the Entitlement Offer is \$1,177,233 (after costs)) is set out below:

	30-Jun-18	Receipt of R&D Grant	Other Changes	Proforma 30-Sep-2018	Directors Loan	Rights Issue Proceeds	Proforma Post-Rights Issue
	\$			\$			\$
ASSETS							
Current Assets							
Cash and cash equivalents	62,365	1,088,252	-570,492	580,125	-831,000	1,177,233	926,358
Trade and other receivables	183,336		55,576	238,912			238,912
Total Current Assets	245,701			819,037			1,165,270
Non-Current Assets							
Trade and other receivables	0			0			0
Plant and equipment	8,657			8,657			8,657
Total Non-Current Assets	8,657			8,657			8,657
Total Assets	254,358			827,694			1,173,927
LIABILITIES							
Current Liabilities							
Trade and other payables	624,731		334,585	959,316	-831,000		128,316
Unearned income	397,976		-165,000	232,976			232,976
Provisions	188,034			188,034			188,034
Total Current Liabilities	1,210,741			1,380,326			549,326
Total Liabilities	1,210,741			1,380,326			624,601
NET ASSETS/(LIABILITIES)	-956,383			-552,632			549,326
EQUITY							
Issued capital	17,218,795		34,154	17,252,949		1,177,233	18,430,182
Reserves	3,038,065			3,038,065			3,038,065
Accumulated losses	-21,213,243	1,088,252	-718,655	-20,843,646			-20,843,646
TOTAL EQUITY	-956,383			-552,632			549,326

1.16 Information availability

Eligible Retail Shareholders can obtain a copy of this Information Booklet from the Rewardle website at www.rewardleholdings.com or by calling the Company Secretary on +61 8 9388 8290 at any time from 8.30am to 5.00pm (Perth time) during the Entitlement Offer period. Persons who access the electronic version of this Information Booklet should ensure that they download and read the entire Information Booklet. The electronic version of this Information Booklet will not include an Entitlement and Acceptance Form. A replacement Entitlement and Acceptance Form can be requested by calling the Share Registry.

2 Risks

Activities in the Company, as in any business, are subject to risks, which may impact on the Company's future performance.

The Directors consider that the following summary, which is not exhaustive, represents some of the major risk factors which Shareholders need to be aware of in evaluating the Company's business and risks of increasing your investment in the Company.

The New Shares offered under this Information Booklet are considered speculative. An investment in the Company is not risk free and the Directors strongly recommend potential investors to carefully consider the following risk factors in addition to the other information presented in this Information Booklet.

2.1 Company specific risks

- (a) **Product distribution and usability of Rewardle's products depend upon various factors outside the control of the Company including (but not limited to) device operating systems, mobile device design and operation and platform provider standards**

The Company intends to develop Rewardle's products for use across a number of internet access platforms, mobile and software operating systems. The Company will be dependent on the ability of its products to operate on such platforms, devices and operating systems however it cannot control the maintenance, upkeep and continued supply of effective service from external suppliers in these areas. Any changes in such platforms, operating systems or devices that adversely affect the functionality of Rewardle's products or give preferential treatment to competitive products could adversely affect usage of Rewardle's products.

- (b) **Reliable access to internet**

The penetration and adoption of Rewardle's products will be influenced by the ability of its users to reliably access the internet. Access is provided by various classes of entities in the broadband and internet access marketplace. Should any of these entities disrupt, restrict or affect the cost of access to Rewardle's products, usage of Rewardle's products may be negatively impacted.

- (c) **Limited operating history**

Rewardle has limited relevant operating history in the development of a points and rewards platform and the unproven potential of its proposed new business model makes any evaluation of the businesses or its prospects difficult. No assurances can be given that the Company will achieve commercial viability through the successful implementation of its business plans in respect of Rewardle.

- (d) **Reliance on key personnel**

The Company's operational success will depend substantially on the continuing efforts of senior executives. The loss of services of one or more senior executives may have an adverse effect on the Company's operations. Furthermore, if the Company is unable to attract, train and retain key individuals and other highly skilled employees and consultants, its business may be adversely affected.

(e) **Maintenance of key business partner relationships**

The Company will rely on relationships with key business partners to enable it to continue to promote Rewardle's products. A failure to maintain relationships could result in a withdrawal of support, which in turn could impact the Company's financial position.

(f) **Supply chain management**

The Company's growth is dependent on its ability to have available all the necessary hardware to service a new merchant. This can be affected by stock levels of suppliers, delays in shipping of goods from production facilities in Asia or any other interruption of supply. The Company maintains a reasonable level of stock to reduce this risk.

(g) **Reliance on new products**

The Company's ability to grow Rewardle's Merchant and Member Network and generate revenue will depend in part on its ability to create successful new products. The Company may introduce significant changes to existing products or develop and introduce new and unproven products, including technologies with which the Company and its employees have little or no prior development or operating experience. If the new or enhanced products fail to attract Merchants and Members, the Company may fail to generate sufficient revenue or operating profit to justify its investments, and accordingly operating results could be adversely affected.

(h) **Building and maintaining a Merchant and Member Network**

Rewardle's business plan is dependent on building a Merchant and Member Network. A failure to establish this network to a sufficient scale or decline in this network may negatively impact revenues and profitability.

(i) **Management of growth**

There is a risk that the Company will not be able to manage rapid growth of the business. The capacity of the Company to properly implement and manage business growth may affect the Company's financial performance.

(j) **Need to attract and retain skilled staff**

The Company's future success will in part depend on its ability to hire and train suitable staff. Competition for such personnel is intense and there can be no assurance that Rewardle will be successful in attracting and retaining such personnel. A failure to do so may have an adverse effect on the operations and profitability of the Company's business.

(k) **Brand establishment and maintenance**

The Company believes that establishing and maintaining Rewardle's brand in the points and rewards industry is critical to growing its merchant and user base and product acceptance. This will depend largely on the Company's ability to provide useful and innovative products. The actions of external industry participants may affect the brand if users do not have a positive experience using platforms, devices or operating systems that provide access to Rewardle's products. If the Company fails to successfully establish and maintain its brand, its business and operating results could be adversely affected.

(l) **Open source software**

A number of the Company's products and possible future products contain or will contain open source software, and the Company licenses some of its software through open source projects, which may pose particular risks to its proprietary software and products in a manner that could have a negative effect on its business. The Company will utilise open source software in a number of its products and will use open source software in the future. The terms of many open source licenses to which the Company will be subject have not been interpreted by Australian or foreign courts, and there is a risk that open source software licenses could be construed in a manner that imposes unanticipated conditions or restrictions on the Company's ability to provide or distribute its products.

(m) **Operating system changes**

The Company uses third party operating systems with the providers of these systems regularly updating their systems. It is possible when these updates occur it could cause some of the Company's product to not operate as efficiently as before. This will require the Company to change the code on its system which may take some time to remedy.

(n) **Protection of intellectual property rights**

The Company's intellectual property rights are valuable, and any inability to protect them could reduce the value of its products and brand. The Company has trade secrets and other intellectual property rights that are important assets. The Company may therefore rely on a combination of confidentiality and license agreements with its consultants and third parties with whom it has relationships, as well as domain name, trade secret, copyright and patent laws, to protect its brand and other intellectual property rights. However, various events outside of the Company's control could pose a threat to its intellectual property rights, as well as to its products and technologies.

(o) **Regulatory and licencing risk**

The Company operates in a complex regulatory environment including the financial services sector. The financial services sector in Australia is subject to stringent and complex regulations, which are constantly evolving to meet challenges associated with new technology. A failure to properly understand or comply with such regulations or the conditions of licences issued under those regulations may negatively impact on the Company's business.

(p) **Programming errors, bugs or vulnerabilities**

The Company's products may contain programming errors, which could harm its brand and operating results. The Company's products will contain complicated programming and its objectives are to quickly develop and launch new and innovative products and features. The Company's products may therefore contain now or in the future, errors, bugs or vulnerabilities. Any errors, bugs or vulnerabilities discovered could result in (among other consequences) damage to Rewardle's brand, loss of users, loss of platform partners or fall in revenues, any of which could adversely affect the Company's business and operating results.

(q) **Customer service risk**

The Company needs to recruit and retain staff with interpersonal skills sufficient to respond appropriately to service requests by either Merchants or Members. Poor customer service experiences may result if the Company loses key customer service personnel or fails to provide adequate training and resources for customer service personnel. Poor experiences may result in adverse publicity, litigation, regulatory enquiries and Merchants and Members reducing the use of the Company's products or services. If this occurs it may negatively affect the Company's revenues.

(r) **Competition**

The Company will compete with other businesses and companies. Some of these companies have greater financial and other resources than the Company and, as a result, may be in a better position to compete for future business opportunities. There can be no assurance that the Company can compete effectively with these companies. The Rewardle concept requires an extensive Merchant and Member Network and aims to ultimately be the dominant provider of its services to the market that it targets. Effective competition may reduce the scale of this network which may negatively affect the viability of the Rewardle concept.

(s) **Changes in technology**

The Company's success will depend, in part, on its ability to expand its products and grow its business in response to changing technologies, user and third party service providers' demands and competitive pressures. Failure to do so may impact the success of the Company. Further, the cost of responding to changing technologies is unpredictable and may impact the Company's profitability or, if such cost is prohibitive, may reduce the Company's capacity to expand or maintain its business. The Company will seek to offset such costs where possible through applications for the research and development tax concession. However, these concessions are available in only limited circumstances and, even where the Company makes a claim which it and its advisors believe has merit, it can't be assured that the Australian Taxation Office and Ausindustry will deem the claim to be compliant.

(t) **Hosting provider disruption risk**

Rewardle relies on its primary hosting provider Amazon Web Services, to store all data gathered from merchants and members. Should Amazon Web Services suffer outages, for example due to catastrophic destruction following a natural disaster, service to the Rewardle network may also be disrupted. If Amazon Web Services ceased to offer its services to Rewardle and Rewardle was unable to find a replacement service quickly, this could lead to a disruption of service.

(u) **Security breaches**

If Rewardle's security measures are breached, or if its products are subject to cyber-attacks that restrict user access to its products, its products may be perceived as less secure than competitors and users may stop using Rewardle's products.

(v) **Credit card fraud or payment gateways disruption**

Rewardle does accept and process credit card transactions and may in the future accept other payment mechanisms. Therefore, Rewardle will be at risk of fraud by its members. Although the Company has implemented sophisticated anti-fraud strategies, it is not possible to eliminate such fraud, particularly as perpetrators actively change methodologies to counter such strategies. Where a stolen credit card is used, the Company may be liable for chargebacks and chargeback fees imposed by third party payment gateways providers. Rewardle is dependent on third party payment gateway providers to process transactions. It is possible that these providers may restrict or revoke Rewardle's capacity to accept payments and this could result in a disruption of Rewardle's services and ability to collect payments.

(w) **Data loss, theft or corruption**

Rewardle stores data with a variety of third party service providers, a Cloud Computing service provider. Hacking or exploitation of some unidentified vulnerability in its network could lead to loss, theft or corruption of data. Although Rewardle has strategies and protections in place to try and minimise security breaches and to protect data, these strategies might not be successful. In that event, it could negatively impact upon Rewardle's revenues and profitability.

(x) **Directors retain a significant stake**

Following completion of the Entitlement Offer, the Directors will retain approximately 74% of the issued capital of the Company, assuming full take up the Entitlement Offer, 83% of the issued capital of the Company, assuming only the directors take up their entitlements under the Entitlement Offer and 83% of the issued capital of the Company, assuming only Ruwan Weerasooriya takes up his entitlement under the Entitlement Offer. The Directors will be able to exert significant influence over matters relating to the Company, including election of Directors, or the approval of transactions involving the Company. Any significant sale of Shares, or the perception of sale of Shares, by the Directors might have adverse effects on the price of the Shares.

(y) **Liquidity and realisation risk**

There can be no guarantee that an active market in the Shares will develop or that the price of the Shares will increase. There may be relatively few potential buyers or sellers at any given time and this may increase the volatility of the market price of the Shares. This may affect the prevailing market price at which Shareholders are able to sell their Shares.

(z) **Insurance**

The Company will maintain insurance where it is considered appropriate for its needs however it will not be insured against all risks either because appropriate cover is not available or because the Directors consider the required premiums to be excessive having regard to the benefits that would accrue. Accordingly, the Company may not be fully insured against all losses and liabilities that could unintentionally arise from its operations. If the Company incurs uninsured losses or liabilities, the value of the Company's assets may be at risk.

(aa) **Additional requirements for capital**

The Company's capital requirements depend on numerous factors. Depending on the Company's ability to generate income from its operations, the Company may require further financing in the future. Any additional equity financing will dilute shareholdings, and debt financing, if available, may involve restrictions on financing and operating activities. If the Company is unable to obtain additional financing as needed, it may be required to reduce the scope of its operations and scale back Rewardle product development and expansion as the case may be.

(bb) **Potential acquisitions**

As part of its business strategy, the Company may make acquisitions of, or significant investments in, complementary companies or prospects although no such acquisitions or investments are currently planned. Any such transactions will be accompanied by risks commonly encountered in making such acquisitions.

(cc) **Securities or industry analysis**

If securities or industry analysts do not publish or cease publishing research or reports about the Company, its business or its market, or if they change their recommendations regarding the Company's Shares adversely, the price of its Shares and trading volumes could be adversely affected. The market for the Company's Shares trading on ASX may be influenced by any research or reports compiled by securities or industry analysts. If any of the analysts who may cover the Company and its products change previously disclosed recommendations on the Company or for that matter its competitors, the price of its Shares may be adversely affected.

(dd) **The Company does not expect to declare any dividends in the foreseeable future**

The Company does not anticipate declaring or paying any dividends to Shareholders in the foreseeable future. Consequently, investors may need to rely on sales of their Shares to realise any future gains on their investment.

2.2 General risks

The future prospects of the Company's business may be affected by circumstances and external factors beyond the Company's control. Financial performance of the Company may be affected by a number of business risks that apply to companies generally and may include economic, financial, market or regulatory conditions.

(a) **Share investments**

Prospective investors should be aware that there are risks associated with any investment in securities. The prices at which the Shares trade may be above or below the offer price for the Entitlement Offer and may fluctuate in response to a number of factors. Furthermore, the stock market and in particular the market for small technology companies, has experienced extreme price and volume fluctuations that have often been unrelated or disproportionate to the operating performance of such companies. There can be no guarantee that these trading prices and volumes will be sustained. These factors may materially affect the market price of the Shares, regardless of the Company's operational performance.

(b) **Sharemarket conditions**

The market price of the Company's Shares may be subject to varied and unpredictable influences on the market for equities in general and technology stocks in particular. Neither the Company nor the Directors warrant the future performance of the Company or any return on an investment in the Company.

(c) **Economic risk**

Changes in the general economic climate in which the Company operates may adversely affect the financial performance of the Company. Factors that may contribute to that general economic climate include the level of direct and indirect competition against the Company, industrial disruption in Australia, the rate of growth of Australia's gross domestic product, interest rates and the rate of inflation.

(d) **Global credit and investment markets**

Global credit, commodity and investment markets have recently experienced a high degree of uncertainty and volatility. The factors which have led to this situation have been outside the control of the Company and may continue for some time resulting in continued volatility and uncertainty in world stock markets (including the ASX). This may impact the price at which the Company's Shares trade regardless of operating performance, and affect the Company's ability to raise additional equity and/or debt to achieve its objectives, if required.

(e) **Changes in legislation and government regulation**

Government legislation in Australia or any other relevant jurisdiction, including changes to the taxation system, may affect future earnings and relative attractiveness of investing in the Company. Changes in government policy or statutory changes may affect the Company and the attractiveness of an investment in it.

(f) **Exchange rate risk**

The Company currently only operates in Australia but source products and services from overseas. If the Australian dollar falls in relation to the exchange rate where the product or service is sourced from, then since Rewardle's financial statements are prepared in Australian dollars, this may impact its performance and position.

(g) **Unforeseen risks**

There may be other risks which the Directors are unaware of at the time of issuing this Information Booklet which may impact on the Company, its operation and/or the valuation and performance of the Company's Shares.

(h) **Combination of risks**

The Company may not be subject to a single risk. A combination of risks, including any of the risks outlines in this section could affect the performance valuation, financial performance and prospects of the Company.

(i) **Long term investment**

Investors are strongly advised to regard an investment in the Company as a long term proposition and to be aware that, as with any equity investment, substantial fluctuations in the value of their investment may occur. The Company cannot guarantee its future earnings and cannot provide a guaranteed level of return to investors.

2.3 Investment Speculative

The above list of risk factors ought not to be taken as exhaustive of the risks faced by the Company or by investors in the Company. The above factors, and others not specifically referred to above, may in the future materially affect the financial performance of the Company and the value of the New Shares offered under this Information Booklet. Therefore, the New Shares to be issued pursuant to this Information Booklet carry no guarantee with respect to the payment of dividends, returns of capital or the market value of those New Shares. Potential investors should consider that the investment in the Company is speculative and should consult their professional adviser before deciding whether to apply for New Shares pursuant to this Information Booklet.

3 How to Apply

3.1 Shareholder's choices

The number of New Shares to which Eligible Retail Shareholders are entitled under the Entitlement Offer (i.e. their Entitlement) is shown on the accompanying Entitlement and Acceptance Form. Eligible Retail Shareholders may:

- (a) take up their Entitlement in full and, if they do so, they may apply for additional New Shares under the Top-Up Facility (refer to section 3.2);
- (b) take up part of their Entitlement, in which case the balance of the Entitlement lapses (refer to section 3.3); or
- (c) allow their Entitlement to lapse (refer to section 3.4).

Ineligible Retail Shareholders may not take up any of their Entitlements.

Rewardle reserves the right to reject any Entitlement and Acceptance Form that is not correctly completed or that is received after the Closing Date.

The Closing Date for acceptance of the Retail Entitlement Offer is **7.00pm (AEDT) on 7 December 2018** (however, that date may be varied by Rewardle in accordance with the Listing Rules).

3.2 Taking up all of your Entitlement and participating in the Top-Up Facility

If you wish to take up your Entitlement in full, follow the instructions set out in the Entitlement and Acceptance Form.

If you have applied to take up all of your Entitlement, you may also apply for additional New Shares under the Top-Up Facility.

Please return your completed Entitlement and Acceptance Form together with your Application Monies in accordance with section 3.6 for the amount shown on the Entitlement and Acceptance Form to the Share Registry so that it is received no later than **7.00pm (AEDT) on 7 December 2018** at the address set out below:

Hand delivery

Rewardle Holdings Limited
C/- Automic Registry Services
Level 29, 201 Elizabeth Street
SYDNEY NSW 2000

Post

Rewardle Holdings Limited
C/- Automic Registry Services
PO Box 2226
STRAWBERRY HILLS NSW 2012

You may also take up all of your Entitlement by payment of the Application Monies through BPAY in accordance with the instructions on the Entitlement and Acceptance Form. If payment is being made through BPAY, you do not need to return the Entitlement and Acceptance Form. Your payment must be received by no later than **7.00pm (AEDT) on 7 December 2018**.

If you do not return the Entitlement and Acceptance Form, amounts received by Rewardle in excess of the Offer Price multiplied by your Entitlement (**Excess**

Amount) may be treated as an application to apply for as many additional New Shares under the Top-Up Facility as your Excess Amount will pay for in full.

If you apply for additional New Shares under the Top-Up Facility and your application is successful (in whole or in part) your New Shares will be issued at the same time that other New Shares are issued under the Retail Entitlement Offer. There is no guarantee you will receive any New Shares under the Top-Up Facility. The Directors reserve their right to issue New Shares under the Top-Up Facility at their discretion.

Refund amounts, if any, will be paid in Australian dollars. You will be paid either by cheque sent by ordinary post to your address as recorded on the share register (the registered address of the first-named in the case of joint holders), or by direct credit to the nominated bank account as noted on the share register as at the closing date of the offer.

3.3 Taking up part of your Entitlement and allowing the balance to lapse

If you wish to take up part of your Entitlement, complete the Entitlement and Acceptance Form for the number of New Shares you wish to take up and follow the other steps required under section 3.2.

You may arrange for payment through BPAY in accordance with the instructions on the Entitlement and Acceptance Form. If payment is made through BPAY and Rewardle receives an amount that is less than the Offer Price multiplied by your Entitlement (**Reduced Amount**), your payment may be treated as an application for as many New Shares as your Reduced Amount will pay for in full.

3.4 Allow your Entitlement to lapse

If you do not wish to accept all or any part of your Entitlement, do not take any further action and that part of your Entitlement will lapse.

3.5 Consequences of not accepting your Entitlement

If you do not accept all of your Entitlement in accordance with the instructions set out above, any New Shares that you would have otherwise been entitled to under the Retail Entitlement Offer (or New Shares that relate to the portion of your Entitlement that has not been accepted) may be dealt with under the Top-Up Facility or by the Directors at their absolute discretion under the Shortfall Facility.

3.6 Payment

The consideration for the New Shares (including under the Top-Up Facility) is payable in full on application by a payment of \$0.005 per New Share. The Entitlement and Acceptance Form must be accompanied by a cheque for the Application Monies. Cheques must be drawn in Australian currency on an Australian bank and made payable to '**Rewardle Holdings Limited – Entitlement Offer**' and crossed 'Not Negotiable'.

Alternatively, you may arrange for payment of the Application Monies through BPAY in accordance with the instructions on the Entitlement and Acceptance Form.

Eligible Retail Shareholders must not forward cash by mail. Receipts for payment will not be issued.

3.7 Entitlement and Acceptance Form is binding

A completed and lodged Entitlement and Acceptance Form, or a payment made through BPAY, constitutes a binding offer to acquire New Shares on the terms of this Information Booklet and, once lodged or paid, cannot be withdrawn. If the Entitlement and Acceptance Form is not completed correctly it may still be treated as a valid Application for New Shares. The Directors' (or their delegates') decision whether to treat an acceptance as valid and how to construe, amend or complete the Entitlement and Acceptance Form is final.

By completing and returning your personalised Entitlement and Acceptance Form with the requisite Application Monies or making a payment by BPAY, you will also be deemed to have acknowledged, represented and warranted on behalf of each person on whose account you are acting that:

- (a) you are an Eligible Retail Shareholder and are not in the United States and are not a person (including nominees or custodians) acting for the account or benefit of a person in the United States and are not otherwise a person to whom it would be illegal to make an offer or issue New Shares under the Retail Entitlement Offer;
- (b) you acknowledge that the New Shares have not been, and will not be, registered under the US Securities Act of 1933, as amended, or under the laws of any other jurisdiction outside Australia or New Zealand; and
- (c) you have not and will not send any materials relating to the Retail Entitlement Offer to any person in the United States or to any person (including nominees or custodians) acting for the account or benefit of a person in the United States.

3.8 Brokerage, fees and stamp duty

No brokerage fee is payable by Eligible Retail Shareholders who accept their Entitlement. No stamp duty is payable for subscribing for New Shares under the Retail Entitlement Offer.

3.9 Notice to nominees and custodians

Nominees and custodians may not distribute any part of this Information Booklet or any Entitlement and Acceptance Form in any country outside Australia, except to beneficial holders of Shares in New Zealand, as well as any other country to the extent Rewardle may determine it is lawful and practical to make the Retail Entitlement Offer.

3.10 Commissions Payable

The Company (at its discretion) reserves the right to pay a commission of up to 3% (exclusive of GST) of amounts applied for via licensed securities dealers or Australian financial services licensees in respect of any valid Entitlement and Acceptance Forms lodged with and accepted by the Company and bearing the stamp of the licensed securities dealer or Australian financial services licensee. Payments will be subject to the receipt of a tax invoice from the licensed securities dealer or Australian financial services licensee.

4 Additional information

4.1 Reliance on Offer Document

The Offer is made pursuant to section 708AA of the Corporations Act without the issue of a disclosure document under Chapter 6D of the Corporations Act. This Offer Document is not a prospectus or a disclosure document under the Corporations Act (or any other Australian or foreign law) and has not been lodged with ASIC. This Offer Document contains a summary of information only. Investors should read this Offer Document in conjunction with the Company's disclosures lodged with ASX under the Listing Rules.

For the Company to rely on the disclosure exemption in section 708AA of the Corporations Act, the Company is required to lodge a "cleansing notice" under section 708AA(2)(f) of the Corporations Act which complied with the requirements of section 708AA(7) of the Corporations Act on the date of lodgement. That notice is required to:

- (a) set out any information that has been excluded from a continuous disclosure notice in accordance with the Listing Rules and that investors and their professional advisers would reasonably require, and would reasonably expect to find in a disclosure document, for the purpose of making an informed assessment of:
 - (i) the assets and liabilities, financial position and performance, profits and losses and prospects of the Company; or
 - (ii) the rights and liabilities attaching to the New Shares; and
- (b) state the potential effect of the issue of the New Shares on the control of the Company and the consequences of that effect.

The Company lodged a cleansing notice in respect of the Offer in accordance with section 708AA(2)(f) of the Corporations Act with ASX within 24 hours prior to the issue and announcement of the Offer Document.

4.2 Continuous Disclosure

The Company is a "disclosing entity" under the Corporations Act and is subject to regular reporting and disclosure obligations under the Corporations Act and the ASX Listing Rules, including the preparation of annual, half yearly and quarterly reports.

The Company is also required to notify the ASX of information about specific events and matters as they arise for the purpose of the ASX making that information available to the stock markets conducted by the ASX. In particular, the Company has an obligation under the ASX Listing Rules (subject to certain exemptions) to notify the ASX immediately of any information of which it is or becomes aware which a reasonable person would expect to have a material effect on the price value of its Shares. That information is available to the public from the ASX.

Some documents are required to be lodged with ASIC in relation to the Company. These documents may be obtained from, or inspected at, an ASIC office.

4.3 Announcements

Eligible Shareholders intending to participate in the Offer should refer to the announcements made by the Company to the ASX. This information is available from

the ASX website, **www.asx.com.au** (ASX Code: RXH), and the Company's website, **www.rewardleholdings.com**. Copies of the announcements will also be available from the Company's Secretary.

4.4 Financial Information

Shareholders should refer to the Company's 2018 Annual Report and Half Yearly Report for the period ended 31 December 2017 and subsequent Quarterly Cash Flow Reports on the Company's website and related announcements on the ASX website should they wish to obtain more detailed disclosures and commentary on the historical financial position.

4.5 Historical Share price on ASX

The highest and lowest closing sale price of Shares on ASX during the 3 months immediately preceding the date of this Offer Document and the last closing price are as follows:

Highest closing price

0.8 cents on 12 September 2018

Lowest closing price

0.4 cents on 12 November 2018

Last closing price

0.4 cents on 15 November 2018

Eligible Shareholders should note that past Share price performance provides no guidance as to future Share price performance.

4.6 Custodians and Nominees

The Company is not obliged or required to assess whether or not any registered shareholder is acting as a nominee or to assess the identity of place of residence of any beneficial owners of Shares. Where a nominee is acting on behalf of a beneficial owner of Shares with a registered address outside Australia and New Zealand the nominee is responsible for ascertaining and taking its own advice as to whether the participation by the beneficial owner through the nominee's participation is in compliance with any applicable foreign securities legislation.

5 Definitions

These definitions are provided to assist the understanding some of the expressions used in this Information Booklet.

Term	Definition
\$	means Australian dollars.
Applicant	means an Eligible Retail Shareholder who has applied to subscribe for New Shares by submitting an Entitlement and Acceptance Form or has arranged for payment through BPAY in accordance with the instructions on the Entitlement and Acceptance Form.
Application	means the submission of an Entitlement and Acceptance Form accompanied by the relevant Application Monies or arranging for payment of the relevant Application Monies through BPAY in accordance with the instructions on the Entitlement and Acceptance Form.
Application Monies	means the aggregate amount of money payable for the New Shares applied for in a duly completed Entitlement and Acceptance Form or through BPAY.
ASIC	means the Australian Securities and Investments Commission.
ASX	means ASX Limited (ACN 008 624 691) or the securities exchange operated by it (as the case requires).
Closing Date	means 7 December 2018, the day the Retail Entitlement Offer closes, or any other date that the Directors in their absolute discretion determine, subject to the Listing Rules.
Corporations Act	means <i>Corporations Act 2001</i> (Cth).
Directors	means the directors of Rewardle.
Eligible Institutional Shareholder	means an institutional or sophisticated Shareholder on the Record Date who: <ul style="list-style-type: none">(a) is not an Ineligible Institutional Shareholder; and(b) has been invited by the Company to participate under the Institutional Entitlement Offer (either directly or through a nominee).
Eligible Retail Shareholder	has the meaning set out in section 1.7.
Eligible Shareholder	means a Shareholder as at the Record Date who is not an Ineligible Shareholder.
Eligible Top-Up Facility Participants	has the meaning set out in section 1.4.
Entitlement	means the right to subscribe for New Shares under the Entitlement Offer.
Entitlement and Acceptance Form	means the Entitlement and Acceptance Form accompanying this Information Booklet.
Entitlement Offer	means the Institutional Entitlement Offer and the Retail Entitlement Offer.
Existing Shares	means the Shares already on issue in Rewardle as at the Record Date.

Term	Definition
Ineligible Institutional Shareholder	means a Shareholder who is an institutional or sophisticated Shareholder on the Record Date who either: <p>(a) has a registered address outside Australia or New Zealand or any other jurisdiction that Rewardle determines ASX Listing Rule 7.7.1(a) applies in respect of; or</p> <p>(b) was not invited by Rewardle to participate in the Institutional Entitlement Offer.</p>
Ineligible Retail Shareholder	means a Shareholder (or beneficial holder of Shares) on the Record Date with a registered address outside Australia or New Zealand or any other jurisdiction that Rewardle determines to which ASX Listing Rule 7.7.1(a) applies.
Ineligible Shareholder	means a Shareholder as at the Record Date whose registered address is not located in Australia or New Zealand.
Information Booklet	means this document.
Institutional Entitlement Offer	means the accelerated pro rata non-renounceable offer to Eligible Institutional Shareholders.
Listing Rules	means the official listing rules of ASX.
New Shares	means Shares to be issued under the Entitlement Offer, including (as the context requires) the shortfall from the Entitlement Offer issued under the Top-Up Facility or to the Underwriter.
Offer Price	means \$0.005 per New Share.
Option	means an option to acquire a Share.
Record Date	means 7.00pm (AEDT) on 20 November 2018.
Retail Entitlement Offer	means the pro rata non-renounceable offer to Eligible Retail Shareholders to subscribe for one New Share for every two Shares of which the Shareholder is the registered holder on the Record Date, at the Offer Price under this Information Booklet.
Shareholders	mean holders of Shares.
Shares	means fully paid ordinary shares in the capital of Rewardle.
Share Registry	means Automic Registry Services.
Shortfall Shares	means those New Shares not taken up by Eligible Shareholders under the Entitlement Offer, together with those New Shares to which any Ineligible Shareholders would otherwise have been entitled.
Rewardle or Company	means Rewardle Holdings Limited (ACN 168 751 746).
Top-Up Facility	means the facility described in section 1.4 under which certain Eligible Shareholders may apply for New Shares in excess of their Entitlement.
Top-Up Shares	means extra Shares a Shareholder may apply for in excess of their Entitlement under the Top-Up Facility.

6 Corporate Information

Company

Rewardle Holdings Limited

Suite 5, 95 Hay Street

SUBIACO WA 6008

Tel: +61 8 9388 8290

www.rewardleholdings.com

Directors

Ruwan Weerasooriya (Executive Chairman)

Peter Pawlowitsch (Non-Executive Director)

David Niall (Executive Director)

Company Secretary

Ian Hobson

Lawyers

Nova Legal

Level 2 , 50 Kings Park Road

PERTH WA 6005

Share Registry

Automic Registry Services

Level 29, 201 Elizabeth Street

SYDNEY NSW 2000

Telephone: 1300 288 664 +61 (02) 9698 5414

Email: info@automic.com.au