

Appendix 3B

New issue announcement, application for quotation of additional securities and agreement

Information or documents not available now must be given to ASX as soon as available. Information and documents given to ASX become ASX's property and may be made public.

Introduced 01/07/96 Origin: Appendix 5 Amended 01/07/98, 01/09/99, 01/07/00, 30/09/01, 11/03/02, 01/01/03, 24/10/05, 01/08/12

Name of entity

Rewardle Holdings Limited

ACN

168 751 746

We (the entity) give ASX the following information.

Part 1 - All issues

You must complete the relevant sections (attach sheets if there is not enough space).

- | | | |
|---|---|--|
| 1 | +Class of +securities issued or to be issued | <p>Unlisted Performance Options exercisable at 20 cents expiring 7 February 2018 (RXHAL);</p> <p>Unlisted Performance Options exercisable at 25 cents expiring 7 February 2018 (NEW CLASS);</p> <p>Unlisted Performance Options exercisable at 30 cents expiring 7 February 2018 (NEW CLASS);</p> <p>1,000,000 unlisted options exercisable at 30 cents, expiring 31 March 2018 (NEW CLASS)</p> |
| 2 | Number of +securities issued or to be issued (if known) or maximum number which may be issued | <p>60,000 unlisted Performance Options exercisable at 20 cents expiring 7 February 2018 (RXHAL);</p> <p>836,500 unlisted Performance Options exercisable at 25 cents expiring 7 February 2018 (NEW CLASS);</p> <p>550,000 unlisted Performance Options exercisable at 30 cents expiring 7 February 2018 (NEW CLASS);</p> <p>1,000,000 unlisted options exercisable at 30 cents, expiring 31 March 2018 (NEW CLASS)</p> |

+ See chapter 19 for defined terms.

3	Principal terms of the +securities (eg, if options, exercise price and expiry date; if partly paid +securities, the amount outstanding and due dates for payment; if +convertible securities, the conversion price and dates for conversion)	See schedule for performance options. 1,000,000 unlisted options exercisable at 30 cents, expiring 31 March 2018
4	Do the +securities rank equally in all respects from the date of allotment with an existing +class of quoted +securities? If the additional securities do not rank equally, please state: <ul style="list-style-type: none"> the date from which they do the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment 	No
5	Issue price or consideration	n/a
6	Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)	Performance options - Staff incentive Options – staff bonus
6a	Is the entity an +eligible entity that has obtained security holder approval under rule 7.1A? If Yes, complete sections 6b – 6h in relation to the +securities the subject of this Appendix 3B, and comply with section 6i	No
6b	The date the security holder resolution under rule 7.1A was passed	N/A

6c	Number of +securities issued without security holder approval under rule 7.1	1,000,000 options	
6d	Number of +securities issued with security holder approval under rule 7.1A	Nil	
6e	Number of +securities issued with security holder approval under rule 7.3, or another specific security holder approval (specify date of meeting)	Nil	
6f	Number of securities issued under an exception in rule 7.2	1,446,500 Performance Options 7.2 (9) ESOP	
6g	If securities issued under rule 7.1A, was issue price at least 75% of 15 day VWAP as calculated under rule 7.1A.3? Include the issue date and both values. Include the source of the VWAP calculation.	n/a	
6h	If securities were issued under rule 7.1A for non-cash consideration, state date on which valuation of consideration was released to ASX Market Announcements	n/a	
6i	Calculate the entity's remaining issue capacity under rule 7.1 and rule 7.1A – complete Annexure 1 and release to ASX Market Announcements	Issue capacity under Rule 7.1: 1,248,485 Issue capacity under Rule 7.1A: Nil	
7	Dates of entering +securities into uncertificated holdings or despatch of certificates	3 July 2015	
8	Number and +class of all +securities quoted on ASX (including the securities in section 2 if applicable)	Number	+Class
		55,418,179	Ordinary Shares

+ See chapter 19 for defined terms.

- 9 Number and +class of all +securities not quoted on ASX (including the securities in clause 2 if applicable)

Number	+Class
7,501	Ordinary shares escrowed to 7/7/2015 (RXHAD)
61,667	Ordinary shares escrowed to 25/7/2015 (RXHAF)
75,664,168	Ordinary shares escrowed 24 months from listing (RXHAG)
1,000,000	Options exercisable at 20 cents expiring 30 June 2017 (RXHAK)
15,352,500	Options exercisable at 20 cents expiring 30 June 2017 escrowed 24 months from listing (RXHAH)
10,000,000	Performance options exercisable at 20 cents expiring 7 February 2018 escrowed 24 months from listing (RXHAI)
10,060,000	Staff Performance options exercisable at 20 cents expiring 7 February 2018 (RXHAL)
836,500	Staff Performance Options exercisable at 25 cents expiring 7 February 2018
550,000	Staff Performance Options exercisable at 30 cents expiring 7 February 2018
2,400,000	Options exercisable at 20 cents expiring 30 June 2017 escrowed to 30 April 2015 (RXHAC)
67,500	Options exercisable at 20 cents expiring 30 June 2017 escrowed to 7 July 2015 (RXHAE)
555,000	Options exercisable at 20 cents expiring 30 June 2017 escrowed to 25 July 2015 (RXHAJ)
1,000,000	Options exercisable at 20 cents expiring 31 March 2018

- 10 Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)

n/a

Part 2 – Deleted – Not Applicable

Part 3 - Quotation of securities

You need only complete this section if you are applying for quotation of securities

34 Type of securities
(tick one)

(a) ☐ Securities described in Part 1

(b) ☐ All other securities

Example: restricted securities at the end of the escrowed period, partly paid securities that become fully paid, employee incentive share securities when restriction ends, securities issued on expiry or conversion of convertible securities

Entities that have ticked box 34(a)

Additional securities forming a new class of securities

Tick to indicate you are providing the information or documents

35 ☐ If the +securities are +equity securities, the names of the 20 largest holders of the additional +securities, and the number and percentage of additional +securities held by those holders

36 ☐ If the +securities are +equity securities, a distribution schedule of the additional +securities setting out the number of holders in the categories
1 - 1,000
1,001 - 5,000
5,001 - 10,000
10,001 - 100,000
100,001 and over

37 ☐ A copy of any trust deed for the additional +securities

+ See chapter 19 for defined terms.

Quotation agreement

1 +Quotation of our additional +securities is in ASX's absolute discretion. ASX may quote the +securities on any conditions it decides.

2 We warrant the following to ASX.

- The issue of the +securities to be quoted complies with the law and is not for an illegal purpose.
- There is no reason why those +securities should not be granted +quotation.
- An offer of the +securities for sale within 12 months after their issue will not require disclosure under section 707(3) or section 1012C(6) of the Corporations Act.

Note: An entity may need to obtain appropriate warranties from subscribers for the securities in order to be able to give this warranty

- Section 724 or section 1016E of the Corporations Act does not apply to any applications received by us in relation to any +securities to be quoted and that no-one has any right to return any +securities to be quoted under sections 737, 738 or 1016F of the Corporations Act at the time that we request that the +securities be quoted.
- If we are a trust, we warrant that no person has the right to return the +securities to be quoted under section 1019B of the Corporations Act at the time that we request that the +securities be quoted.

3 We will indemnify ASX to the fullest extent permitted by law in respect of any claim, action or expense arising from or connected with any breach of the warranties in this agreement.

4 We give ASX the information and documents required by this form. If any information or document not available now, will give it to ASX before +quotation of the +securities begins. We acknowledge that ASX is relying on the information and documents. We warrant that they are (will be) true and complete.

Sign

here:



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(Company Secretary)

Date: 3/7/2015

Print name: Ian Hobson

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Appendix 3B – Annexure 1

Calculation of placement capacity under rule 7.1 and rule 7.1A for +eligible entities

Introduced 01/08/12

Part 1

Rule 7.1 – Issues exceeding 15% of capital	
Step 1: Calculate “A”, the base figure from which the placement capacity is calculated	
Insert number of fully paid ordinary securities on issue 12 months before date of issue or agreement to issue	116,000,000
Add the following: <ul style="list-style-type: none"> • Number of fully paid ordinary securities issued in that 12 month period under an exception in rule 7.2 • Number of fully paid ordinary securities issued in that 12 month period with shareholder approval • Number of partly paid ordinary securities that became fully paid in that 12 month period Note: <ul style="list-style-type: none"> • <i>Include only ordinary securities here – other classes of equity securities cannot be added</i> • <i>Include here (if applicable) the securities the subject of the Appendix 3B to which this form is annexed</i> • <i>It may be useful to set out issues of securities on different dates as separate line items</i> 	
Subtract the number of fully paid ordinary securities cancelled during that 12 month period	Nil
“A”	116,000,000

+ See chapter 19 for defined terms.

Step 2: Calculate 15% of “A”	
“B”	0.15 <i>[Note: this value cannot be changed]</i>
Multiply “A” by 0.15	17,400,000
Step 3: Calculate “C”, the amount of placement capacity under rule 7.1 that has already been used	
Insert number of equity securities issued or agreed to be issued in that 12 month period <i>not counting</i> those issued: <ul style="list-style-type: none"> Under an exception in rule 7.2 Under rule 7.1A With security holder approval under rule 7.1 or rule 7.4 Note: <ul style="list-style-type: none"> <i>This applies to equity securities, unless specifically excluded – not just ordinary securities</i> <i>Include here (if applicable) the securities the subject of the Appendix 3B to which this form is annexed</i> <i>It may be useful to set out issues of securities on different dates as separate line items</i> 	15,151,515 (Placement 2 April 2015) 1,000,000 (Options 3 July 2015)
“C”	16,151,515
Step 4: Subtract “C” from [“A” x “B”] to calculate remaining placement capacity under rule 7.1	
“A” x 0.15 <i>Note: number must be same as shown in Step 2</i>	17,400,000
Subtract “C” <i>Note: number must be same as shown in Step 3</i>	16,151,515
Total [“A” x 0.15] – “C”	1,248,485 <i>[Note: this is the remaining placement capacity under rule 7.1]</i>

Part 2

Rule 7.1A – Additional placement capacity for eligible entities	
Step 1: Calculate “A”, the base figure from which the placement capacity is calculated	
“A” <i>Note: number must be same as shown in Step 1 of Part 1</i>	
Step 2: Calculate 10% of “A”	
“D”	0.10 <i>Note: this value cannot be changed</i>
Multiply “A” by 0.10	
Step 3: Calculate “E”, the amount of placement capacity under rule 7.1A that has already been used	
Insert number of equity securities issued or agreed to be issued in that 12 month period under rule 7.1A <i>Notes:</i> <ul style="list-style-type: none"> • <i>This applies to equity securities – not just ordinary securities</i> • <i>Include here – if applicable – the securities the subject of the Appendix 3B to which this form is annexed</i> • <i>Do not include equity securities issued under rule 7.1 (they must be dealt with in Part 1), or for which specific security holder approval has been obtained</i> • <i>It may be useful to set out issues of securities on different dates as separate line items</i> 	
“E”	

Step 4: Subtract “E” from [“A” x “D”] to calculate remaining placement capacity under rule 7.1A

“A” x 0.10

Note: number must be same as shown in Step 2

Subtract “E”

Note: number must be same as shown in Step 3

Total [“A” x 0.10] – “E”

Note: this is the remaining placement capacity under rule 7.1A

SCHEDULE

Employee Performance Option Terms

The terms of the employee performance options (**Options**) are set out below. The Options may be issued under the Employee Share Option Plan (**Plan**), or as otherwise permitted by the Corporations Act.

- (a) The Options entitle the holder (**Optionholder**) to subscribe for fully paid ordinary shares in the Company (**Shares**) on the following terms (in the event that Options are issued under the Plan, those Options are subject to the terms of the Plan, and such other conditions that may be determined by the Board in accordance with the Plan).
- (b) When both of the following events have occurred:
 - (i) the Minimum Employment Period (as defined in paragraph (c)) has elapsed; and
 - (ii)a Performance Milestone described in the table at paragraph (g) is first achieved,

the number of Options specified under the corresponding timeframe in that table are taken to have “vested” (and the number of Options specified in the subsequent timeframes for that particular Performance Milestone are to be ignored).

- (c) The **Minimum Employment Period** referred to in paragraph (b) is the shorter of the following periods:
 - (i) the Optionholder has been employed by the Company or an Associated Body Corporate (as defined in Rule 1.1 of the Plan) for a period of 12 months (or as otherwise mutually agreed by the Company and the Optionholder); and
 - (ii)the period commencing on the date the Options are issued to the Optionholder and ending on the date that is 3 months prior to the Expiry Date.
- (d) Each Option gives the Optionholder the right to subscribe for one Share, provided that Option has vested in accordance with paragraph (b) above. To obtain the right given by each Option, the Optionholder must exercise the Options in accordance with the terms of the Options.
- (e) The Options will expire at 5:00 pm (WST) on the date that is 40 calendar months after the date the Company is admitted to the Official List of the ASX (**Expiry Date**). Any Option not exercised before the Expiry Date will automatically lapse on the Expiry Date.
- (f) The amount payable upon exercise of each Option will be \$0.20 / \$0.25 / \$0.30 (**Exercise Price**).

(g) The Performance Milestones are:

	Time from listing on ASX			
Employee Performance Option milestones	12 months	18 months	24 months	36 months
10,000 Merchants or 1,000,000 Members				
Employee Performance Option milestones	15 months	21 months	27 months	39 months
Revenue of \$250k in rolling 3 month period*				
Revenue of \$500k for rolling 3 month period*				

* Note: The rolling 3 month period must be wholly satisfied within the stated time frames from listing on the ASX.

(h) The Options held by each Optionholder may be exercised in whole or in part, and if exercised in part, multiples of 1,000 must be exercised on each occasion.

(i) In the event that:

(i) an Optionholder resigns from employment with the Company; or

(ii) an Optionholder's employment is validly terminated by the Company,

prior to the Options vesting under paragraph (b), the Optionholder irrevocably appoints the Company and any person nominated from time to time by the Company (each an "attorney"), severally, as the Optionholder's attorney to:

(iii) complete and execute any documents including transfer documents in order for the Company to transfer the Optionholder's Options to another employee of the Company, at the Company's discretion; and

(iv) to do all acts or things on behalf of and in the name of the Optionholder which may be convenient or necessary for the purpose of giving effect to the provisions of these terms and conditions;

(v) covenants that the Optionholder will ratify and confirm any act or thing done pursuant to this power;

(vi) releases the Company and the attorney from any liability whatsoever arising from the exercise of the powers conferred by these terms and conditions; and

(vii) indemnifies and holds harmless the Company and the attorney in respect of their actions in relation to these terms and conditions.

- (j) An Optionholder may exercise their Options which have vested by lodging with the Company, before the Expiry Date, in accordance with Rule 7 of the Plan, including but not limited to the delivery by the Optionholder to the Company of the documents and payment required under Rule 7.1 of the Plan (**Exercise Notice**).
- (k) An Exercise Notice is only effective when the Company has received the full amount of the Exercise Price in cleared funds.
- (l) Within 10 Business Days of receipt of the Exercise Notice accompanied by the Exercise Price, the Company will issue the relevant number of Shares in respect of the number of Options specified in the Exercise Notice.
- (m) The Options are transferable, with board consent or to the extent the Options have vested in accordance with paragraph (b) above:
- (n) All Shares issued upon the exercise of Options will upon issue rank pari passu in all respects with other Shares.
- (o) The Company will not apply for quotation of the Options on ASX.
- (p) If at any time the issued capital of the Company is reconstructed, all rights of an Optionholder are to be changed in a manner consistent with the Corporations Act and the ASX Listing Rules at the time of the reconstruction.
- (q) There are no participating rights or entitlements inherent in the Options and Optionholders will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Options. However, the Company will ensure that for the purposes of determining entitlements to any such issue, the record date will be at least 6 Business Days after the issue is announced. This will give Optionholders the opportunity to exercise their Options prior to the date for determining entitlements to participate in any such issue.
- (r) An Option does not confer the right to a change in exercise price or a change in the number of underlying securities over which the Option can be exercised.