

# Appendix 4E

## Preliminary Final Report to the Australian Securities Exchange

### Part 1

<b>Name of Entity</b>	Rewardle Holdings Limited
<b>ABN</b>	37 168 751 746
<b>Financial Year Ended</b>	12 months ended 30 June 2015
<b>Previous Corresponding Reporting Period</b>	25 March 2014 to 30 June 2014

### Part 2 – Results for Announcement to the Market

	\$'000	Percentage increase /(decrease) over previous corresponding period
<b>Revenue from ordinary activities</b>	1,239	6,112%
<b>Loss from ordinary activities after tax attributable to members</b>	(6,281)	(296%)
<b>Net loss attributable to members</b>	(6,281)	(296%)

<b>Dividends (distributions)</b>	<b>Amount per security</b>	<b>Franked amount per security</b>
<b>Final Dividend</b>	Nil	Nil
<b>Interim Dividend</b>	Nil	Nil
<b>Record date for determining entitlements to the dividends (if any)</b>	Not Applicable	

#### Brief explanation of any of the figures reported above necessary to enable the figures to be understood:

This report relates to the year ended 30 June 2015. Comparatives are for the period from incorporation on 25 March 2014 to 30 June 2014.

Refer to the above Operations Review for further commentary on the results for the year ended 30 June 2015.

## Part 3 – Contents of ASX Appendix 4E

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## Part 4 – Consolidated Statement of Profit or Loss and Comprehensive Income

	Part	Year Ended 30 June 2015 \$	Period Ended 30 June 2014 \$
<b>Revenue</b>			
Sales revenue		122,615	19,939
Other revenue from ordinary activities	9(a)	1,116,039	-
<b>Expenses</b>			
Consulting fees		(134,315)	(34,544)
Directors fees and benefits		(183,187)	-
Employee benefits expense		(2,130,794)	(401,105)
Finance costs		(573,948)	(458,556)
IT equipment		(1,274,482)	(188,769)
Legal fees		(58,622)	(57,062)
Merchant and member network costs		(693,222)	(108,545)
Share based payments		(1,559,556)	(203,940)
Other expenses from ordinary activities	9(b)	(911,431)	(153,682)
<b>Loss before income tax expense</b>		<b>(6,280,903)</b>	<b>(1,586,264)</b>
Income tax expense		-	-
<b>Loss after income tax for the year/period</b>		<b>(6,280,903)</b>	<b>(1,586,264)</b>
<b>Other comprehensive income</b>		-	-
Other comprehensive income for the year/period, net of tax		-	-
<b>Total comprehensive loss attributable to members of Rewardle Holdings Limited</b>		<b>(6,280,903)</b>	<b>(1,586,264)</b>

## Part 5 – Consolidated Accumulated losses

	Year Ended 30 June 2015 \$	Period Ended 30 June 2014 \$
Accumulated losses at the beginning of the year/period	(4,108,840)	-
Loss for the year/period	(6,280,903)	(1,586,264)
Consolidation adjustment on acquisition of Rewardle Pty Ltd	-	(2,522,576)
Accumulated losses at the end of the year/period	<u>(10,389,743)</u>	<u>(4,108,840)</u>

## Part 6 – Consolidated Statement of Financial Position

	30 June 2015 \$	30 June 2014 \$
<b>ASSETS</b>		
<b>Current Assets</b>		
Cash and cash equivalents	4,859,008	454,287
Trade and other receivables	<u>118,723</u>	<u>34,706</u>
Total Current Assets	<u>4,977,731</u>	<u>488,993</u>
<b>Non-Current Assets</b>		
Trade and other receivables	<u>714</u>	<u>1,463</u>
Total Non-Current Assets	<u>714</u>	<u>1,463</u>
<b>Total Assets</b>	<u>4,978,445</u>	<u>490,456</u>
<b>LIABILITIES</b>		
<b>Current Liabilities</b>		
Trade and other payables	228,039	200,949
Provisions	110,757	49,671
Loans and borrowings	<u>-</u>	<u>3,066,910</u>
Total Current Liabilities	<u>338,796</u>	<u>3,317,530</u>
<b>Total Liabilities</b>	<u>338,796</u>	<u>3,317,530</u>
<b>NET ASSETS/(LIABILITIES)</b>	<u>4,639,649</u>	<u>(2,827,074)</u>
<b>EQUITY</b>		
Issued capital	12,306,202	220,101
Reserves	2,723,190	1,061,665
Accumulated losses	<u>(10,389,743)</u>	<u>(4,108,840)</u>
<b>TOTAL EQUITY</b>	<u>4,639,649</u>	<u>(2,827,074)</u>

## Part 7 – Consolidated Statement of Cash Flows

	Year Ended 30 June 2015 \$	Period Ended 30 June 2014 \$
<b>Cash flows from operating activities</b>		
Receipts from customers	100,516	10,370
Payments to suppliers and employees	(5,329,874)	(767,136)
Interest received	43,463	-
R&D tax offset refund received	1,072,576	-
Interest and other finance costs paid	(170,858)	-
Net cash (used in) operating activities	(4,284,177)	(756,766)
<b>Cash flows from investing activities</b>		
Acquisition of cash	-	7,552
Payment of security deposit	(986)	-
Net cash (used in) provided by investing activities	(986)	7,552
<b>Cash flows from financing activities</b>		
Proceeds from issue of shares	9,067,500	233,501
Payment of capital raising costs	(591,929)	-
Proceeds from borrowings	260,000	970,000
Repayment of borrowings	(45,687)	-
Net cash provided by financing activities	8,689,884	1,203,501
Net increase in cash held	4,404,721	454,287
Cash at the beginning of the financial year/period	454,287	-
<b>Cash at the end of the financial year/period</b>	<b>4,859,008</b>	<b>454,287</b>

## Part 8 – Basis of Preparation

This preliminary final report has been prepared in accordance with ASX Listing Rule 4.3A and the disclosure requirements of ASX Appendix 4E.

## Part 9 – Loss from Ordinary Activities

The loss from ordinary activities before income tax includes the following items of revenue and expense:

	Year Ended 30 June 2015 \$	Period Ended 30 June 2014 \$
<b>REVENUES AND EXPENSES</b>		
<b>(a) Other revenue</b>		
Interest	43,463	-
Research and development tax incentive	1,072,576	-
	<u>1,116,039</u>	<u>-</u>
<b>(b) Other expenses</b>		
Audit fees	41,210	14,000
Company secretarial, compliance and accounting	128,404	37,235
Doubtful debt expense	7,907	7,335
Securities exchange and registry fees	109,241	-
Travel costs	106,253	7,858
Other	518,416	87,254
	<u>911,431</u>	<u>153,682</u>

## Part 10 – Commentary on Results

Refer to the above Operations Review for commentary on the results for the year ended 30 June 2015.

## Part 11 – Notes to the Consolidated Statement of Cash Flows

	Year Ended 30 June 2015 \$	Period Ended 30 June 2014 \$
<b>(a) Reconciliation of cash:</b>		
For the purposes of the Statement of Cashflows, cash includes cash on hand, and in banks, net of outstanding bank overdrafts. Cash at the end of the financial year as shown in the statements of cash flows is reconciled to the related items in the Balance Sheet as follows:		
Cash and cash equivalents	4,859,008	454,287
Cash on hand and at bank	4,859,008	454,287
<b>(b) Reconciliation of loss for the year/period to net cash flows from operating activities:</b>		
Loss for the year/period	(6,280,903)	(1,586,264)
<i>Non-cash flows in loss:</i>		
Equity settled share based payments	2,031,866	593,277
<i>Changes in assets and liabilities:</i>		
Increase in trade and other receivables	(84,760)	(14,399)
(Decrease)/Increase in trade and other payables	(11,466)	200,949
Increase in provisions	61,086	49,671
<b>Net cash outflows from operating activities</b>	<b>(4,284,177)</b>	<b>(756,766)</b>

## Part 12 – Details Relating to Dividends

Date the dividend is payable	N/A
Record date to determine entitlement to the dividend	N/A
Amount per security	N/A
Total dividend	N/A
Amount per security of foreign sourced dividend or distribution	N/A
Details of any dividend reinvestment plans in operation	N/A
The last date for receipt of an election notice for participation in any dividend reinvestment plans	N/A

### Part 13 – Loss per Share

	Consolidated	
	Year Ended 30 June 2015	Period Ended 30 June 2014
Basic (loss) per share	(5.66 cents)	(3.22 cents)
Weighted average number of ordinary shares used in the calculation of basic (loss) per share	111,023,332	49,339,455
As the Company is in a loss position there is no diluted earnings per share calculated.		

### Part 14 – Net Tangible Assets per Security

	30 June 2015	30 June 2014
Net tangible asset backing per ordinary security (cents)	3.54	(3.67)

### Part 15 – Details of Entities Over Which Control has been Gained or Lost

Name of entity	Nil
Date deregistered	Nil
Contribution of the controlled entity (or group of entities) to the profit/(loss) from ordinary activities during the period, from the date of gaining or losing control	Nil
Profit (loss) from ordinary activities of the controlled entity (or group of entities) for the whole of the previous corresponding period	Nil
Contribution to consolidated profit/(loss) from ordinary activities from sale of interest leading to loss of control	Nil



## Part 16 – Details of Associates and Joint Venture Entities

	Ownership Interest		Contribution to net profit/(loss)	
	30/06/15 %	30/06/14 %	Year ended 30/06/15 \$A'000	Period ended 30/06/14 \$A'000
Name of entity	N/A	N/A	N/A	N/A
Associate	N/A	N/A	N/A	N/A
Joint Venture Entities	N/A	N/A	N/A	N/A
Aggregate Share of Losses	N/A	N/A	N/A	N/A

## Part 17 – Issued Securities

	30 June 2015 \$	30 June 2014 \$
<b>Share capital</b>		
131,151,515 (30 June 2014: 76,966,665) fully paid ordinary shares	13,000,101	220,101
<i>The following movements in issued capital occurred during the period:</i>		
	Year Ended 30 June 2015	Period Ended 30 June 2014
	Number of Shares	Number of Shares
Balance at beginning of the period	76,966,665	-
Issued for cash upon incorporation at 0.1 cents each	-	1,000,000
Issued for cash at 15 cents each	533,335	1,466,665
Issued as part consideration for acquisition of Rewardle Pty Ltd at 15 cents each	-	74,500,000
Issued upon conversion of 3,700,000 convertible notes at 20 cents each	18,500,000	-
Issued for cash pursuant to prospectus placement at 20 cents each	20,000,000	-
Issued for cash pursuant to share placement at 33 cents each	15,151,515	-
	131,151,515	76,966,665
<b>Options</b>		
The following options to subscribe for ordinary fully paid shares are outstanding at balance date:		
<ul style="list-style-type: none"> <li>19,375,000 options expiring 30 June 2017, exercisable at 20 cents each; and</li> <li>20,000,000 performance options expiring 7 February 2018, exercisable at 20 cents each.</li> </ul>		

## Part 18 – Segment Information

The Group has identified its operating segments based on the internal reports that are used by the Board (the chief operating decision makers) in assessing performance and in determining the allocation of resources.

The Board as a whole will regularly review the identified segments in order to allocate resources to the segment and to assess its performance.

The Board considers that the Group has only operated in one segment, being operating as a Digital Customer Engagement platform for local SME merchants.

Where applicable, corporate costs, finance costs, and interest revenue are not allocated to segments as they are not considered part of the core operations of the segments and are managed on a Group basis.

The consolidated entity is domiciled in Australia. All revenue from external customers is generated from Australia only. Segment revenues are allocated based on the country in which the project is located.

Revenues were not derived from a single external customer.

## Part 19 – Subsequent Events

### Issue of Options to Staff

On 3 July 2015, the Company issued the following options to subscribe for ordinary fully paid shares to staff:

- 60,000 unlisted performance options exercisable at 20 cents each expiring 7 February 2018;
- 836,500 unlisted performance options exercisable at 25 cents each expiring 7 February 2018;
- 550,000 unlisted performance options exercisable at 30 cents each expiring 7 February 2018; and
- 1,000,000 unlisted options exercisable at 30 cents each expiring 31 March 2018.

### Exercise of Options

On 10 August 2015, the Company issued 87,500 fully paid ordinary shares following the exercise of 87,500 unlisted performance options exercisable at 20 cents each on or before 7 February 2018.

Apart from the above, there were no other significant events subsequent to year ended 30 June 2015 and prior to the date of this report that have not been dealt with elsewhere in this report.

## Part 20 – Audit/Review Status

<b>This report is based on accounts to which one of the following applies:</b> (Tick one)			
The accounts have been audited		The accounts have been subject to review	
The accounts are in the process of being audited or subject to review	✓	The accounts have not yet been audited or reviewed	

**If the accounts have not yet been audited or subject to review and are likely to be subject to dispute or qualification, a description of the likely dispute or qualification:**

Not applicable

**If the accounts have been audited or subject to review and are subject to dispute or qualification, a description of the dispute or qualification:**

Not applicable