

REWARDLE HOLDINGS LIMITED

ACN 168 751 746

Retail Entitlement Offer Information Booklet

**One for two accelerated pro rata non-renounceable
entitlement offer at \$0.05 per New Share**

Last date for acceptance and payment: 7.00pm (AEST time) on 26 August 2016

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.

NOT FOR DISTRIBUTION OR RELEASE IN THE UNITED STATES

Lead Manager



Legal Adviser



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IMPORTANT NOTICES

This Information Booklet is dated 11 August 2016. 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 Class Order 08/35). 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' section of the Investor Presentation included in section 3 of this Information Booklet for a summary of general and specific risk factors that may affect Rewardle.

Chairman's letter

11 August 2016

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 one for two accelerated non-renounceable entitlement issue of new ordinary Shares in Rewardle (**New Shares**) at an Issue Price of \$0.05 per New Share (**Entitlement Offer**).

On 9 August 2016, Rewardle announced its intention to raise approximately \$3.285 million through the Entitlement Offer (before costs). The institutional component of the Entitlement Offer (**Institutional Entitlement Offer**) was successfully completed on 9 August 2016. 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, general working capital, and the costs of the Entitlement Offer. The benefits that are expected to flow from this initiative, for Rewardle and its shareholders, are described in Rewardle's Investor Presentation lodged with the Australian Securities Exchange (**ASX**) on 9 August 2016 (and included in this Information Booklet in section 2).

Under the Retail Entitlement Offer, Eligible Retail Shareholders have the opportunity to invest at the price of \$0.05 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 4 of this Information Booklet for more information).

The Institutional Entitlement Offer was partially underwritten by Sequoi Nominees Pty Ltd (ACN 112 801 377) as trustee for the Sequoi Trust, being an entity controlled by Brandon Munro (who is a Director of the Company), to a maximum of 2,000,000 New Shares for \$100,000 (**Underwriter**). The terms of the underwriting are set out in section 1.5 of this Information Booklet.

Morgans Corporate Limited will act as the lead manager to the Entitlement Offer (**Lead Manager**). The terms of the Lead Manager agreement are set out in section 1.5 of this Information Booklet.

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:

- the Investor Presentation referred to above, which was released to ASX on 9 August 2016, and provides information on Rewardle, the Entitlement Offer and key risks for you to consider;
- 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 (AEST time) on 26 August 2016.

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



Jack Matthews

Chairman
Rewardle Holdings Limited

Summary of the Entitlement Offer

Entitlement Offer	
Ratio	One (1) New Share for every two (2) existing Rewardle Shares
Issue Price	\$0.05 per New Share
Size	Approximately 65,694,508 New Shares
Gross proceeds	\$3.285 million

Key dates

Activity	Date
Trading halt (before market open)	9 August 2016
Announcement of the Entitlement Offer and Appendix 3B and cleansing notice lodged	9 August 2016
Institutional Entitlement Offer opens	9 August 2016
Institutional Entitlement Offer closes	9 August 2016
Announcement of results of Institutional Entitlement Offer and release of the Retail Entitlement Offer documentation to ASX (before commencement of trading following the trading halt)	11 August 2016
Trading halt is lifted, and Existing Shares resume trading on an ex-entitlement basis	11 August 2016
Record Date for Entitlement Offer (7.00pm (AEST time))	11 August 2016
Information Booklet and Entitlement and Acceptance Form despatched, and announcement of despatch	16 August 2016
Retail Entitlement Offer opens	16 August 2016
Settlement of the Institutional Entitlement Offer	16 August 2016
Updated Appendix 3B for New Shares issued under the Institutional Entitlement Offer lodged (if required)	16 August 2016 (before noon)
Expected issue and quotation of New Shares issued under the Institutional Entitlement Offer	17 August 2016
Closing date for acceptances under the Retail Entitlement Offer (7.00pm (AEST time))	26 August 2016
Announcement of results of the Retail Entitlement Offer and under-subscriptions	31 August 2016
Settlement of the Retail Entitlement Offer	1 September 2016
Expected issue of New Shares under the Retail Entitlement Offer	2 September 2016
Updated Appendix 3B for New Shares issued under the Retail Entitlement Offer lodged (if required), along with other required information (e.g. distribution schedule)	2 September 2016 (before noon)
Expected quotation of New Shares under the Retail Entitlement Offer	5 September 2016
Despatch of holding statements for New Shares issued under the Retail Entitlement Offer	6 September 2016

Notes:

All times are in AEST time.

This timetable is indicative only and subject to change. The Directors may vary these dates, in consultation with the Lead Manager, 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 allotment and 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 one New Share for every two existing Rewardle ordinary shares at \$0.05 per New Share to raise \$3,284,725 (before direct offer costs including fees paid to the brokers, advisers and to providers of specific services to cover share registry, printing and postage costs).

The proceeds of the Entitlement Offer will fund:

- (a) growth of the Merchant and Member Network and associated administration;
- (b) software development;
- (c) general working capital; and
- (d) 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 \$2.187 million from Eligible Institutional Shareholders, the partial underwriting by the Underwriter and the placement of Shortfall Shares under the Institutional Entitlement Offer.

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. Rewardle's ASX announcement of 11 August 2016 in relation to completion of the Institutional Entitlement Offer is set out in section 2.

1.3 Retail Entitlement Offer

The Retail Entitlement Offer constitutes an offer to Eligible Retail Shareholders only. The Retail Entitlement Offer consists of 21,944,508 New Shares being issued to raise \$1,097,225.40 (before costs).

Eligible Retail Shareholders who are on Rewardle's share register on the Record Date are entitled to acquire one New Share for every two 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 3 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 and Lead Management

Underwriting Agreement

The Underwriter has agreed to underwrite \$100,000 of the Institutional Entitlement Offer on the terms set out in the Underwriting Agreement. The material terms of the Underwriting Agreement are as follows:

- (a) the Underwriter agrees to underwrite \$100,000 of the Institutional Entitlement Offer being 2,000,000 New Shares subject to the terms of the Underwriting Agreement;
- (b) the Underwriting Agreement includes a number of termination events, including but not limited to:
 - (i) Rewardle being in default of its performance under the Underwriting Agreement;
 - (ii) Rewardle needing to issue a replacement Information Booklet;
 - (iii) a prescribed occurrence listed under section 652C of the Corporations Act occurs in relation to Rewardle or a related body corporate of Rewardle;
 - (iv) if a statement contained in an Information Booklet is or becomes misleading or deceptive or likely to mislead or deceive;
 - (v) there is an outbreak of hostilities involving one or more specified countries;
 - (vi) Rewardle or any of its related bodies corporate or any of their respective officers contravene, or are charged with a contravention of, any provision of their respective constituent documents or any law relating to companies or securities, or the Listing Rules;
 - (vii) a material adverse change in the assets, liabilities, financial position or performance, profits, losses or prospects of Rewardle and its controlled entities; and

- (viii) a breach of law or warranty by Rewardle which has or is likely to have a material adverse effect on Rewardle or the marketability of the Entitlement Offer;
- (c) the Underwriter will not receive any fees in respect of its underwriting services;
- (d) the Underwriter is entitled to reimbursement of certain expenses; and
- (e) Rewardle has agreed to indemnify the Underwriter and others against their losses in connection with the Entitlement Offer, subject to limited exceptions.

The Underwriting Agreement contains other terms and conditions which are customary for an agreement of this nature.

Lead Manager Agreement

Morgans Financial Limited has agreed to act as lead manager of the Entitlement Offer for the purpose of assisting Rewardle (on a best endeavours basis) in arranging and managing the capital raising under the Entitlement Offer on the terms set out in the Lead Manager Agreement. Pursuant to the Lead Manager Agreement, Rewardle must pay the following fees in respect of the capital raising under the Entitlement Offer:

- (a) *Management Fee*: Rewardle will pay the Lead Manager a fee of 2% on the value of all funds raised under the Entitlement Offer;
- (b) *Selling Fee*: Rewardle will pay the Lead Manager (or any other third party broker) a fee of 3% on the value of any Shortfall Shares placed; and
- (c) *Stamping Fee*: Rewardle will pay the Lead Manager (or any other third party broker) a fee of 2% on the value of any application (capped to a maximum of \$500 per application) obtained in respect of the Retail Entitlement Offer.

The Lead Manager Agreement contains other terms and conditions which are customary for an agreement of this nature.

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, in consultation with the Lead Manager, reserve the right, subject to the requirements of the Listing Rules and the Corporations Act, to place Shortfall Shares within two 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 Issue 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 Allotment

Rewardle has applied for quotation of the New Shares on ASX. It is expected that allotment of the New Shares under the Retail Entitlement Offer will take place on or about 2 September 2016.

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

It is the responsibility of Applicants to determine the number of New Shares allotted and 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 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 9 August 2016 (announcement of the Entitlement Offer)	131,389,015 Shares
New Shares issued under the Entitlement Offer	65,694,508 New Shares
Total number of Shares after the Entitlement Offer*	197,083,523 Shares

Note *: Assuming full subscription of the Entitlement Offer and no Options are exercised before the Record Date.

As at the date of this Information Book, Rewardle has the following Options on issue:

Number	Class
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)
9,972,500	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
2,250,000	Options exercisable at 20 cents expiring 30 June 2017 (RXHAC)
67,500	Options exercisable at 20 cents expiring 30 June 2017 (RXHAE)
555,000	Options exercisable at 20 cents expiring 30 June 2017 (RXHAJ)
1,000,000	Options exercisable at 20 cents expiring 31 March 2018 (RXHAL)

1.11 Director Participation

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	Shareholding on Record Date	% Holding	Entitlement	Intention to participate (1)	Shareholding upon allotment of Entitlement Offer Shares	% Holding Post Entitlement Offer (4)
Ruwan Weerasooriya	87,500,000	66.6%	43,750,000	20,000,000 (2)	107,500,000	54.55%
Jack Matthews	266,667	0.20%	133,334	133,334	400,001	0.20%
Brandon Munro	783,333	0.60%	391,667	2,391,667 (3)	3,175,000	1.61%

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) Includes interest in 2,000,000 New Shares subscribed for by the Underwriter (Sequoi Nominees Pty Ltd as trustee for the Sequoi Trust (ACN 112 801 377) – a company in which Brandon Munro is a director and shareholder) arising from the partial underwriting of the Shortfall Shares under the Institutional Entitlement Offer and Mr Munro taking up 100% of his Entitlement (391,667 New Shares).
- (4) Assumes that the Entitlement Offer is fully subscribed and no Options are exercised before the Record Date.

1.12 Option Holders

Option Holders will not be entitled to participate in the Retail Entitlement Offer unless they:

- (a) Have become entitled to exercise their Options under the terms of their issue and do so prior to the Record Date; and
- (b) Participate in the Retail Entitlement Offer as a result of being a holder of Shares registered on the share register at 7:00pm (AEST time) on the Record Date.

There are currently 41,584,000 Options on issue with various exercise prices and various expiry dates. Please refer to section 1.10 for further details on the Options on issue. If any of the Options are exercised before the Record Date, it may result in a proportionate increase in the number of New Shares issued under the Retail Entitlement Offer.

1.13 Effect on Rewardle's financial position

An unaudited pro forma balance sheet for Rewardle showing the effects of the Entitlement Offer (assuming the total funds raised under the Entitlement Offer is \$3,284,725 (before costs)) is set out in the Investor Presentation.

1.14 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 ASX Announcements and Investor Presentation

ASX Announcement

9 August 2016

REWARDLE HOLDINGS LIMITED ACCELERATED NON-RENOUNCEABLE ENTITLEMENT OFFER TO RAISE APPROXIMATELY \$3.285 MILLION

Highlights

- One for two accelerated pro-rata non-renounceable entitlement offer to raise gross proceeds of \$3.285 million
- Managing Director and Founder, Ruwan Weerasooriya to take up \$1,000,000 of his rights
- Funds raised from the Entitlement Offer will be used for growth of the Merchant and Member Network and associated administration, software development, general working capital, and the costs of the Entitlement Offer
- Offer price of 5 cents per new share, being a 24% discount to the 30 day VWAP to the 8 August 2016
- Morgans Corporate Limited, Lead Manager to the Entitlement Offer

Entitlement Offer

Rewardle Holdings Limited ACN 168 751 746 (**Rewardle** or **Company**) announces that it intends to undertake an accelerated one for two pro rata non-renounceable entitlement offer of fully paid ordinary shares in Rewardle (**New Shares**) to raise approximately \$3.285 million (**Entitlement Offer**).

The offer price for the Entitlement Offer will be 5 cents per New Share (**Offer Price**). The Entitlement Offer Price represents a 24% discount to the 30 day VWAP to the 8 August 2016 of Rewardle shares (the last trading day before this announcement).

Under the Entitlement Offer, eligible shareholders will be able to subscribe for one New Share for every two existing shares held at 7.00pm (AEST time) on 11 August 2016 (**Record Date**) at the Offer Price (**Entitlements**).

Morgans Corporate Limited will act as the lead manager to the Entitlement Offer (**Lead Manager**). The terms of the Lead Manager agreement will be set out in the Retail Entitlement Offer document.

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

- growth of the Merchant and Member Network and associated administration;
- software development
- general working capital; and
- the costs of the Entitlement Offer.

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

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

It is expected that approximately 65,694,508 New Shares will be issued as part of the Entitlement Offer. New Shares issued under the Entitlement Offer will rank equally with existing shares.

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

Under the Institutional Entitlement Offer, eligible institutional shareholders will be invited to participate in the Institutional Entitlement Offer which will take place today, Tuesday, 9 August 2016. Eligible institutional shareholders can choose to take up all, part or none of their Entitlement. Rewardle confirms that the Institutional Entitlement Offer is partially underwritten by Sequoi Nominees Pty Ltd (ACN 112 801 377) as trustee for the Sequoi Trust (**Underwriter**), being an entity controlled by Brandon Munro (who is a Director of the Company). The Underwriter will subscribe for a maximum of 2,000,000 New Shares not taken up under the Institutional Entitlement Offer. Entitlements that eligible institutional shareholders do not take up by the close of the Institutional Entitlement Offer and which are not taken up by the Underwriter, may be placed as shortfall by the Directors (in consultation with the Lead Manager and subject to legislative requirements) at their absolute discretion.

Eligible retail shareholders in Australia and New Zealand will be invited to participate in the Retail Entitlement Offer at the same Offer Price and offer ratio as the Institutional Entitlement Offer. The Retail Entitlement Offer will open on Tuesday, 16 August 2016 and close at 7.00pm (AEST) on Friday, 26 August 2016. The Retail Entitlement Offer will include a top-up facility under which eligible retail shareholders who take up their full Entitlement will be invited to apply for additional shares in the Retail Entitlement Offer from a pool of those not taken up by other eligible retail shareholders. There is no guarantee that applicants under this top-up facility will receive all or any of the shares they apply for under the facility. The Retail Entitlement Offer is not underwritten. Entitlements not taken up under the Retail Entitlement Offer may be placed as shortfall by the Directors (in consultation with the Lead Manager and subject to legislative requirements) at their absolute discretion.

Rewardle will notify shareholders as to whether they are eligible to participate in the Entitlement Offer. Eligible shareholders will be sent, on Tuesday, 16 August 2016, an information booklet including a personalised entitlement and acceptance form which will provide further details of how to participate in the Entitlement Offer. A copy of the Information Booklet will also be lodged with the ASX on Thursday, 11 August 2016.

An investor presentation on the Entitlement Offer has been lodged with ASX today and is able to be downloaded from the ASX website (www.asx.com.au).

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

Proposed timetable*

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

Key Events	Date
Announcement of the Entitlement Offer and Appendix 3B and cleansing notice lodged	Tuesday, 9 August
Institutional Entitlement Offer opens	Tuesday, 9 August
Institutional Entitlement Offer closes	Tuesday, 9 August
Announcement of results of Institutional Entitlement Offer and release of Retail Entitlement Offer documentation to ASX (before commencement of trading following the trading halt)	Thursday, 11 August
Trading halt lifted, existing shares recommence trading on ex-entitlement basis	Thursday, 11 August
Record Date for the Entitlement Offer (7:00pm (AEST))	Thursday, 11 August
Retail Entitlement Offer documentation and personalised entitlement and acceptance forms sent to eligible retail holders and announcement that documents have been sent	Tuesday, 16 August
Retail Entitlement Offer opens	Tuesday, 16 August
Settlement of Institutional Entitlement Offer	Tuesday, 16 August
Updated Appendix 3B for New Shares issued under the Institutional Entitlement Offer lodged (if required)	Tuesday, 16 August
Issue and quotation of New Shares under the Institutional Entitlement Offer	Wednesday, 17 August
Retail Entitlement Offer closes (7:00pm (AEST))	Friday, 26 August
Announce results of Retail Entitlement Offer and under-subscriptions	Wednesday, 31 August
Settlement of Retail Entitlement Offer	Thursday, 1 September
Issue of New Shares under the Retail Entitlement Offer	Friday, 2 September
Updated Appendix 3B for New Shares issued under the Retail Entitlement Offer lodged (if required), along with other required information (e.g. distribution schedule)	Friday, 2 September
Quotation of New Shares under the Retail Entitlement Offer	Monday, 5 September
Holding statements sent to Retail shareholders	Tuesday, 6 September

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

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

Signed for and on behalf of Rewardle Holdings Limited



Ian Hobson
Company Secretary
Rewardle Holdings Limited

ASX Announcement

11 August 2016

SUCCESSFUL COMPLETION OF INSTITUTIONAL ENTITLEMENT OFFER

Highlights

- Institutional component of accelerated non-renounceable Entitlement Offer successfully completed, raising approximately \$2.18 million (before costs)
- Managing director and founder, Ruwan Weerasooriya, subscribed for \$1m of his entitlement
- Institutional Entitlement Offer received strong support with the shortfall being fully subscribed and placed by Morgans Corporate Limited as Lead Manager
- Retail component of Entitlement Offer to open on 16 August 2016

Entitlement Offer

On 9 August 2016, Rewardle Holdings Limited ACN 168 751 746 (**Rewardle** or **Company**) announced an accelerated one for two pro rata non-renounceable entitlement offer of fully paid ordinary shares in Rewardle (**New Shares**) to raise approximately \$3.285 million (before costs) (**Entitlement Offer**). The Entitlement Offer comprises an accelerated institutional component (**Institutional Entitlement Offer**) and a retail component (**Retail Entitlement Offer**).

Rewardle is today pleased to announce the successful completion of the Institutional Entitlement Offer. The Company's managing director and founder, Ruwan Weerasooriya, subscribed for \$1m of his entitlement with the remaining shortfall placed by Morgans Corporate Limited as Lead Manager.

43.75 million New Shares will be issued to successful applicants under the Institutional Entitlement Offer on 17 August 2016 at an issue price of \$0.05 per New Share (**Offer Price**), raising approximately \$2.18 million (before costs).

As a result of the successful completion of the Institutional Entitlement Offer, Rewardle shares will recommence normal trading on an ex entitlement basis from the opening of the market on 11 August 2016.

Under the Retail Entitlement Offer, eligible retail shareholders will be able to subscribe for one New Share for every two existing Rewardle shares held at 7.00pm (AEST time) on 11 August 2016 at the Offer Price. There is also the ability for shareholders who subscribe for their full entitlement under the Retail Entitlement Offer to apply for additional New Shares under a 'top-up' facility.

Eligible retail shareholders will receive an Information Booklet including a personalised Entitlement and Acceptance Form which will provide further details of how to participate in the Retail Entitlement Offer. A copy of the Information Booklet will be lodged today with ASX and is due to be despatched (along with the Entitlement & Acceptance Form) on 16 August 2016, when the Retail Entitlement Offer will open. The Retail Entitlement Offer closes at 5.00pm (AEST time) on 26 August 2016.

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

Ian Hobson
Company Secretary
Rewardle Holdings Limited

Investor presentation

August 2016

 **Rewardle** | ASX:RXH

A marketing and payments platform
designed for a connected world



Disclaimer

This document has been prepared by the management of Rewardle Holdings Ltd (the 'Company') . The information is based on publicly available information, internally developed data and other sources. Where any opinion is expressed in this document, it is based on the assumptions and limitations mentioned herein and is an expression of present opinion only. The information in this document is an overview and does not contain all information necessary for investment decisions. In making investment decisions in connection with any acquisition or disposal of securities, investors should rely on their own examination and consult their legal, business and/or financial advisers. The Company does not have a significant operating history on which to base an evaluation of its business and prospects. Therefore, the information contained in this document is inherently speculative. No warranties or representations can be made by the Company, its directors or employees as to the origin, validity, accuracy, completeness, currency or reliability of the information. The Company, its directors and employees disclaim and exclude all liability (to the extent permitted by law) for losses, claims, damages, demands, costs and expenses of whatever nature arising in any way out of or in connection with the information, its accuracy, completeness or by reason of reliance by any person on any of it.

This document may contain statements related to our future business and financial performance and future events or developments involving the Company that may constitute forward-looking statements. These statements may be identified by words such as "expects," "looks forward to," "anticipates," "intends," "plans," "believes," "seeks," "estimates," "will," "project" or words of similar meaning. We may also make forward-looking statements in other reports, in presentations, in material delivered to shareholders and in press releases. In addition, Company representatives may from time to time make oral forward-looking statements. Such statements are based on the current expectations and certain assumptions of the Company's management, and are, therefore, subject to certain risks and uncertainties. A variety of factors, many of which are beyond the Company's control, affect the Company's operations, performance, business strategy and results and could cause the actual results, performance or achievements of the Company to be materially different from any future results, performance or achievements that may be expressed or implied by such forward-looking statements or anticipated on the basis of historical trends. The Company makes no undertaking to update or revise such statements.

Due to rounding, numbers presented throughout this and other documents may not add up precisely to the totals provided and percentages may not precisely reflect the absolute figures.

Rewardle (ASX:RXH) investor highlights

Exposure to the high growth digital marketing and mobile payments sectors

Rewardle is uniquely positioned to capture the digital migration of marketing budgets and customer relationships of up to 200,000 local businesses in Australia

- ✓ Early mover advantage established through development of proprietary technology platform and building substantial network scale
- ✓ Critical mass established through the recruitment of over 5400 local businesses and approximately 2m Members
- ✓ Network effect powering ongoing organic growth and serving as barrier to entry for potential competitors
- ✓ 19% of free trialist Merchants that were part of building critical mass have consistently been converted to paying Merchants over recent months
- ✓ Use of free trials as standard Merchant onboarding offer ceased as of 1 July 2016, new Merchants pay immediately to join the Rewardle Network
- ✓ Consistent traction in development of brand advertising and recurring, monthly Merchant Services (SaaS) fees
- ✓ Multiple opportunities being developed by management to leverage the growing network and platform data into additional revenue streams
- ✓ Scalable technology platform business model with largely fixed costs is designed to deliver highly profitable marginal revenue over time

Company overview

Set to reward investors as local businesses embrace intelligent digital marketing

Business summary

Rewardle offers a digital marketing and payments solution to local independent businesses that is underpinned by a proprietary membership, points, rewards and payments platform.

The Company has captured a substantial early mover advantage through platform development and recruitment of over 5400 local businesses and approximately 2m Members since founding in 2012.

Initial monetisation is being demonstrated through consistent brand advertising and growing, recurring, Merchant Services (SaaS) fees.

As a highly scalable technology business with largely fixed costs there is substantial potential in development of new revenue streams that leverage the Company's consistently growing network and platform data.

While continuing to build existing revenue streams, management is working on the development of new revenue opportunities through a variety of approaches including building, partnering and acquisition.

Board of Directors

Jack Matthews – Chairman

Ruwan Weerasooriya – Managing Director

Brandon Munro – Independent Director

Capital structure

Shares on issue	131,389,015
-----------------	-------------

Board ownership	~67%
-----------------	------

Share price (8-Aug-16)	\$0.05
------------------------	--------

Market capitalisation	~\$6.6m
------------------------------	----------------

Cash (30-Jun-16)	~\$0.9m
------------------	---------

Enterprise value	\$5.7m
-------------------------	---------------

Business overview

Proprietary membership, points, rewards and payments platform is at core of business model

Rewardle provides local businesses with a digital customer engagement solution and consumers with a free, fun and convenient way to earn rewards



Rewardle is building a valuable network of users and an accompanying proprietary data set that the Company intends to monetise through the development of multiple revenue streams

Business overview

How it works



Step 1.
Grab card or
download app



Step 2.
Tap screen,
scan to Check-in



Step 3.
Register points
and/or
redeem rewards



Please view Rewardle explainer here:

https://youtu.be/t_NywTY64wg



Business overview

Simple, balanced value for users that improves as the network grows

For Merchants



Simple digital marketing

Makes email, social and mobile marketing easy for time poor local business owners



Powerful data insights and analytics

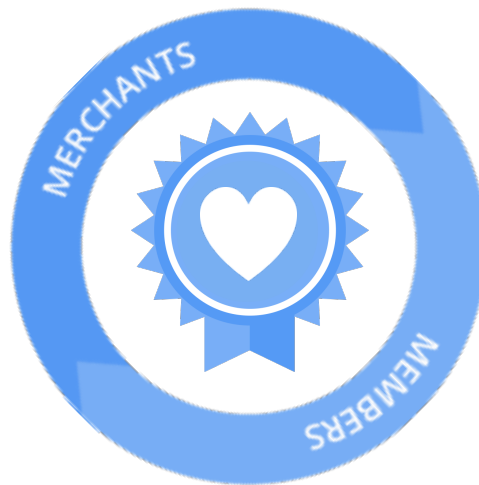
Valuable customer profile and behavioural data identifies customer trends and informs better business management



Marketing automation

Proprietary algorithms analyse data and trigger targeted marketing campaigns on behalf of time poor local business owner

Growing Network Effect



For Members



Choice of reward

Members redeem their choice of reward rather than the same reward repeatedly



Never lose points

By registering their account members points are safely backed up in the cloud



Convenience

A free single membership that can be used across a growing network of thousands of local businesses around Australia

Powerful digital customer engagement solution to attract and retain customers

Growing Network Effect

Free, fun and convenient way to earn rewards at local businesses

Market opportunity

Macro trends in marketing and payments are converging on mobile device

MARKETING

Traditional to digital to mobile



PAYMENTS

Cash to cards to mobile



PwC Australian Entertainment & Media Outlook 2015–2019

The challenge for the industry will be changing the way content is delivered, in order to sustain what advertisers are demanding; channels that support targeting and accurate reporting ... this means innovating in terms of product and consumer experience, **putting mobile at the centre of your strategy**, and developing seamless consumer relationships."

David Wiadrowski - PwC's entertainment and media industry leader

Westpac Cash Free Report, September 2015

53% of payments currently made in Australia are cashless.

79% of Australian smartphone users agree making payments via a smartphone will soon become the norm.

"Cashless technology is the way of the future."

- Elliot Smith - Westpac's Head of Consumer Deposits

Market opportunity

Large international and domestic retailers are implementing digital strategies to drive customer engagement and develop new revenue streams



Each investing in intelligent, technology driven marketing and payments platforms for exclusive use in own stores

BUSINESS INSIDER

Starbucks' digital strategy drives sales Apr '16

"Mobile ordering and digital loyalty offerings remain major drivers of Starbucks' growth..."

Forbes

Here's How Dunkin' Brands Plans To Drive Growth In the Future Dec '15

"A plan to use innovation, data, and technology to drive sales...strategy for growth in the next five years."

FINANCIAL REVIEW

Forget pizza, Domino's is a tech company Aug '15

"Domino's once again underlined that its strong same store sales growth... has been driven over the last five years by the clever use of digital strategies."

NEWS

Coles, Woolworths accumulating consumer data as they prepare to compete with banks on home loans Aug '14

"Coles and Woolworths' competitive edge over the banks is their treasure-trove of information on Australians' shopping habits, budgets and lifestyles, gathered from their credit card customers and the 14.5 million members of the FlyBuys and Woolworths Rewards loyalty programs."

The Company is not endorsed or affiliated with the above brands in anyway



Market opportunity

Rewardle is set to capture the digital migration of local commerce through its proprietary platform developed for local businesses



Each investing in intelligent, technology driven marketing and payments platforms for exclusive use in own stores

Investing in intelligent, technology driven marketing and payments platform for licensing to **massive** market of local businesses



Massive addressable market of digital upgrade and greenfields opportunities

FROST & SULLIVAN

Independent Industry Report on the Digital Consumer Engagement Market June 14

Up to 200,000 SMEs in sectors where rewards programs are common

60,000 to 80,000 migration opportunity

30%-40% estimated by Frost & Sullivan to be currently operating some form of individual rewards programme

120,000 to 140,000 greenfield opportunity

60%-40% estimated by Frost & Sullivan as yet to implement a retention marketing program

The Company is not endorsed or affiliated with the above brands in anyway

Market opportunity

Trends identified in IBM and PwC industry reports support Rewardle's investment thesis that local businesses will adopt intelligent digital platforms

IBM 5in5 Predictions 2013 - Buying local will beat online*

"In five years, local stores will merge digital with the instant gratification of physical retail to offer a more immersive and personalized shopping experience."

Sima Nadler - IBM researcher

PwC - The rise of the 'connected store' gives physical retail a future – November 2014**

Similarly, investment in traditional marketing could be re-directed to data analysis to create customised offers, inventory and experiences that are matched to the preferences of consumers at a local, store-by-store level.

"With uptake of digital mobile technology, Australian consumers are now 'always on'"

John Riccio - PwC's Digital Change leader

*Source : <http://www.ibmbigdatahub.com/video/buy-local-five-future-technology-predictions-ibm>

**Source: <http://www.pwc.com.au/media-centre/2014/connected-curated-retail-nov14.htm>

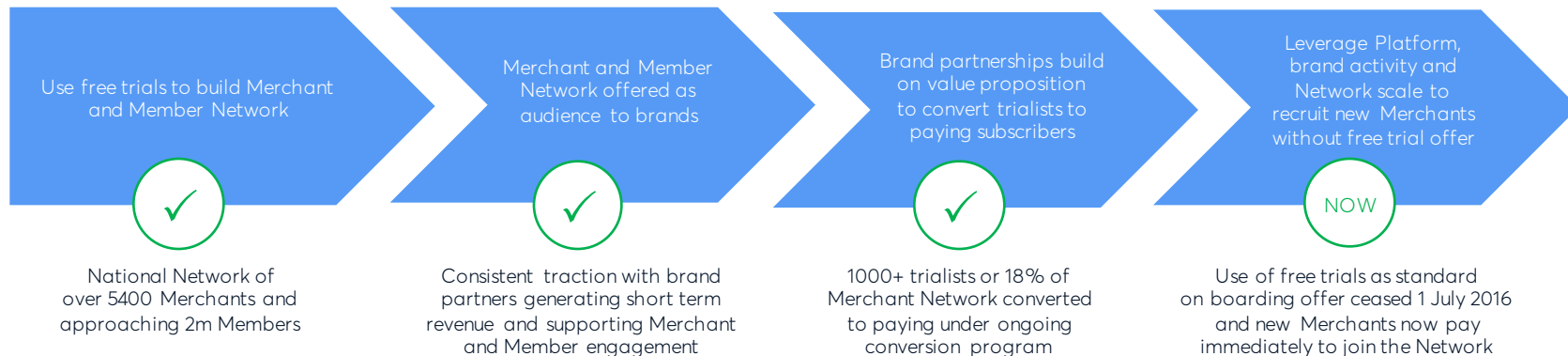
Executing on strategy

Set to benefit from investment in establishing early mover advantage and network effect

STRATEGY



EXECUTION



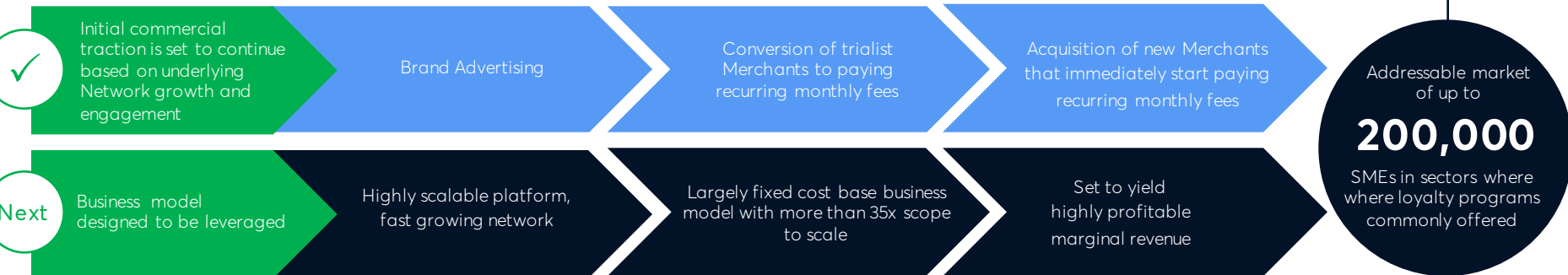
Executing on strategy

Growing Network and engagement underpin Rewardle's business model and approach



Free trials
to build
Initial critical scale

Massive scope to scale with less than 3% of the addressable market currently using Rewardle



Revenue model: brand advertising

Traction with brand partners drives revenue while adding value for Merchants and Members

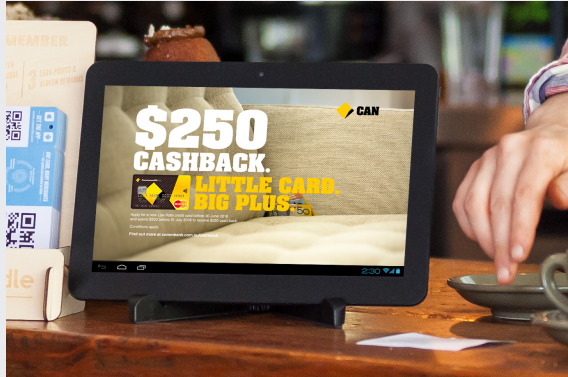
Uber	AirAsia	KitKat	Brisbane Lions	Emporium Hotel	Mövenpick	Vodafone
2012	July 2015					July 2016
Ben and Jerrys Openair cinema	Quickflix	Cellarmasters	Little Shop of Horrors	Fiddler on the Roof	Commonwealth Bank	

Instore digital screen display

Brand advertising on tablet screens reaches approximately 30m customers/month

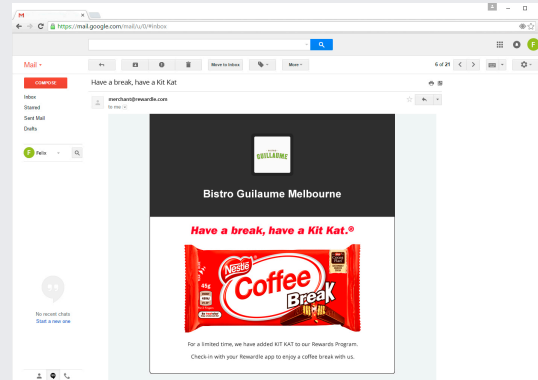
+

Integrated advertising connects directly with Members during use



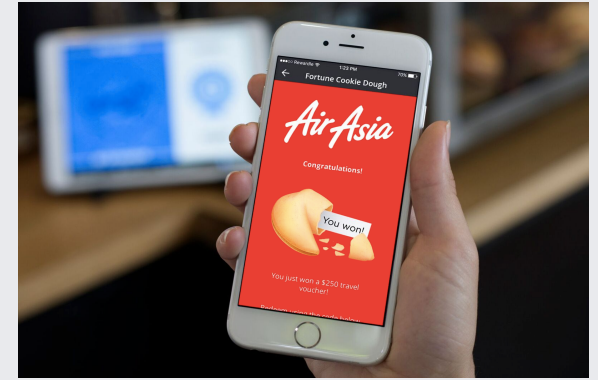
Broadcast email advertising

Brand sponsored emails to Members average open rate >40%, approximately 2x industry standard due to strong, trusted relationship between Merchants and Members



Mobile display advertising

Unique "mobile moment" opportunity for brands to engage consumer with targeted messaging on mobile device

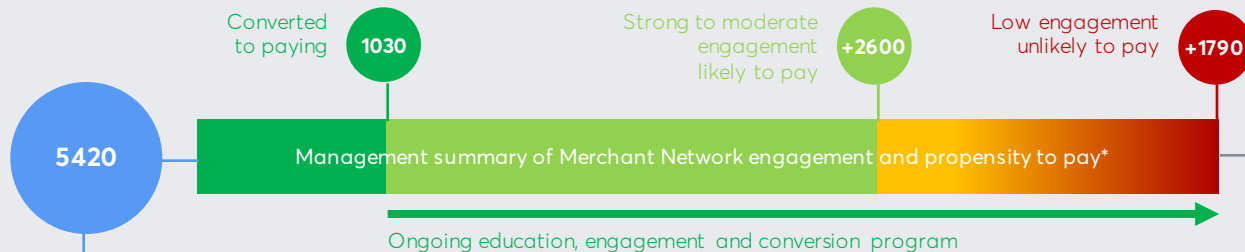


The Company has conducted promotional activity with the above brands but is not endorsed or affiliated in anyway. Images presented are examples of creative used in actual promotional campaigns

Revenue model: recurring Merchant services (SaaS) fees

Merchant services (SaaS) program building through conversion and new acquisition

ESTABLISH NETWORK



While unlikely to pay at present, low engagement status can be upgraded through education and support

In the meantime, these Merchants continue to acquire Members and provide valuable Network density while paying Merchant coverage develops

Free trials to build initial critical scale

Massive scope to scale we less than 3% of the addressable market currently using Rewardle

Free trials ceased as of 1 July, new Merchants pay immediately to join Merchant Network and use Rewardle

GROW NETWORK



Addressable market of up to

200,000

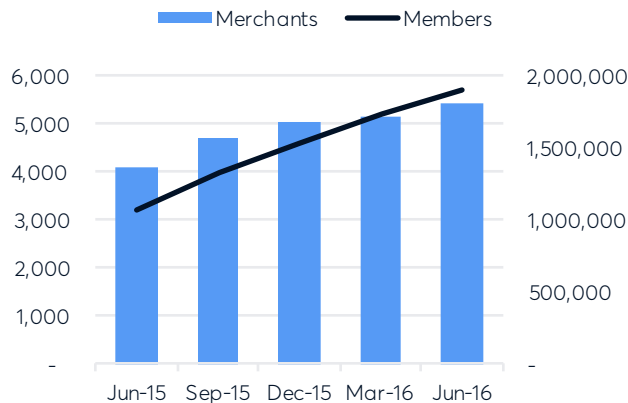
SMEs in sectors where loyalty programs commonly offered

*Estimate as at 30 June 2016 based on internal qualitative measures,

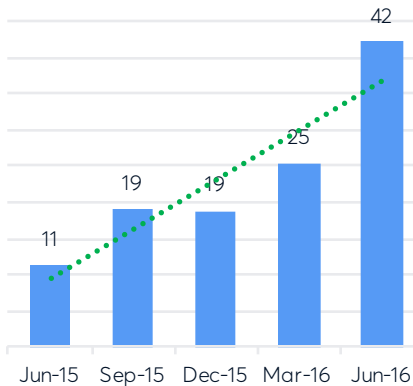
Next steps

Current trends set to continue plus additional revenue streams planned for release

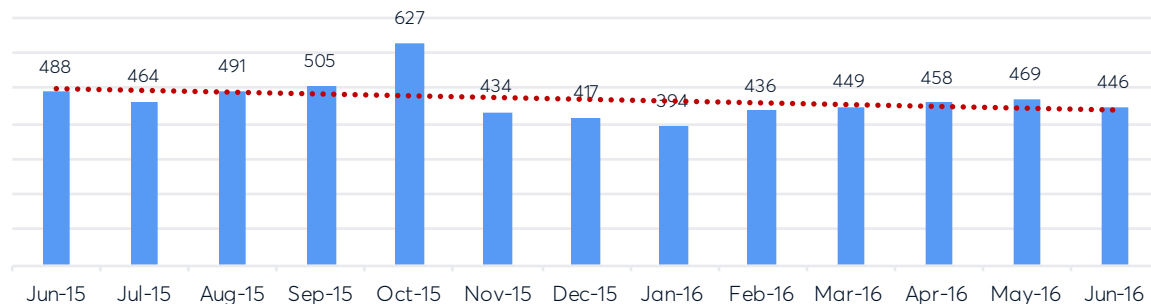
Qtrly Merchant and Member Network



Qtrly SaaS Revenue (\$'000)*



Monthly operating expenses (\$'000)*



*Approximate values based on unaudited management accounts

✓ Consistent Merchant and Member Network growth

✓ Growing, recurring Merchant Services (SaaS) revenue

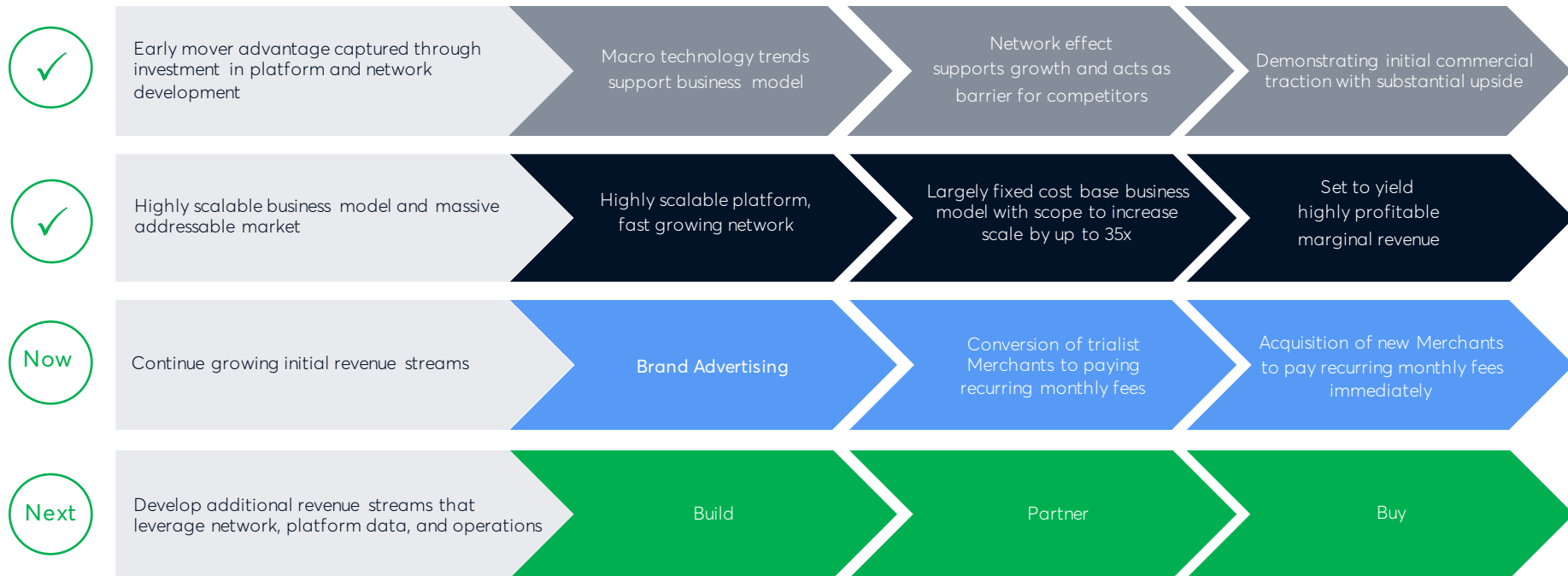
✓ Stable cost base over 12 month period of Network and SaaS revenue growth

Next Additional revenue opportunities expected to deliver highly profitable marginal revenue

Next steps

Grow network, grow existing revenue streams, add and grow new revenue streams

Having established critical mass, commercial traction is set to accelerate as existing revenue streams grow and new opportunities are developed



9th August 2016

Entitlement offer details

REWARDLE HOLDINGS LIMITED (RXH)

Accelerated Non-Renounceable Entitlement Offer

Lead broker:

Morgans IN ALLIANCE WITH
 **CIMB**



Indicative timetable

Key Events	Date	Business Day
Institutional Entitlement Offer opens	Tuesday, 9 August	0
Institutional Entitlement Offer closes	Tuesday, 9 August	0
Existing shares recommence trading on ex-entitlement basis	Thursday, 11 August	2
Record Date for the Entitlement Offer (7:00pm (AEST))	Thursday, 11 August	2
Retail Entitlement Offer opens and despatch of Retail Entitlement Offer Booklet	Tuesday, 16 August	5
Settlement of Institutional Entitlement Offer	Tuesday, 16 August	5
Expected quotation of New Shares under the Institutional Entitlement Offer	Wednesday, 17 August	6
Retail Entitlement Offer closes (7:00pm (AEST))	Friday, 26 August	13
Settlement of Retail Entitlement Offer	Thursday, 1 September	17
Issue of New Shares under the Retail Entitlement Offer	Friday, 2 September	18
Expected quotation of New Shares under the Retail Entitlement Offer	Monday, 5 September	19

Key terms of offer entitlement offer

Ranking

New Shares issued will rank equally with existing Rewardle shares.

Offer size and Structure

An accelerated one for two pro-rata non-renounceable entitlement offer to raise gross proceeds of approximately A\$3.285 million. Approximately 65.7 million new Rewardle ordinary shares to be issued (or 33.3% of the ordinary shares on issue after completion of the offer)¹

Mr Ruwan Weerasooriya, Founder and Managing Director and the entities he controls hold 87,500,000² Rewardle shares (or 66.6%). Mr Weerasooriya will be taking up \$1,000,000 of his rights as part of the Institutional Entitlement.

Timing of Offers

The Institutional Entitlement Offer will be conducted over Tuesday 9 August 2016 and Wednesday 10 August 2016. Entitlements not taken up under the Institutional Entitlement Offer will be offered to new and existing eligible institutions at the offer price via a shortfall bookbuild concluding on Tuesday 9 August June.

The Retail Entitlement Offer opens Tuesday 16 August 2016 and closes Friday 26 August 2016. Eligible retail shareholders in Australia and New Zealand will be able to apply for additional shares over their entitlement under a "Top-Up Facility" as part of the Retail Entitlement Offer, subject to the Company's scale back policy.

Lead Manager

Lead Manager to the Offer is Morgans Corporate Limited.

Offer Price

\$0.05 per new share which to the 8th August represents:

- 10.2% discount to 5 day VWAP of 5.57 cents
- 17.6% discount to 10 day VWAP of 6.07 cents
- 24.0% discount to 30 day VWAP of 6.58 cents
- 44.1% discount to 90 day VWAP of 8.95 cents

Use of funds

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

- growth of the Merchant and Member Network and associated administration;
- software development;
- general working capital;
- the costs of the Entitlement Offer.

1. After the offer, approximately 197 million shares will be on issue

2. Excludes options and performance options. After the offer, Mr Weerasooriya, and the entities he controls, will control approximately 54.5% of the shares on issue, assuming full take up of the Offer

Pro-forma Balance Sheet

	Unaudited	Proceeds of the offer after costs	Pro - forma Unaudited Balance Sheet
	30 June 2016		30 June 2016
	\$		\$
ASSETS			
Current Assets			
Cash and cash equivalents	906,533	3,116,052	4,022,585
Trade and other receivables - Current	150,776		150,776
Total Current Assets	<u>1,057,309</u>		<u>4,173,361</u>
Non-Current Assets			
Trade and other receivables - Non-current	4,140		4,140
Plant and equipment	12,376		12,376
Total Non-Current Assets	<u>16,516</u>		<u>16,516</u>
Total Assets	<u>1,073,826</u>		<u>4,189,878</u>
LIABILITIES			
Current Liabilities			
Trade and other payables	456,221		456,221
Provisions	171,358		171,358
Loans and borrowings	0		0
Total Current Liabilities	<u>627,579</u>		<u>627,579</u>
Total Liabilities	<u>627,579</u>		<u>627,579</u>
Net Assets	<u><u>446,247</u></u>		<u><u>3,562,299</u></u>
EQUITY			
Issued capital	12,353,702	3,116,052	15,469,754
Reserves	3,014,766		3,014,766
Accumulated losses	(14,922,221)		(14,922,221)
Total Equity	<u><u>446,247</u></u>		<u><u>3,562,299</u></u>

Key risks

The below list of risk factors ought not to be taken as exhaustive of the risks faced by the Company and should refer to the additional risk factors in section 3 of the Retail Entitlement Offer.

Risk	Summary
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 business or its prospects difficult.
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.
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.
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.
Programming errors, bugs or vulnerabilities	The Company's products may contain programming errors, which could harm its brand and operating results.
Competition	The Company will compete with other businesses and companies. Effective competition may reduce the scale of the Merchant and Member Network and operating margins that may be obtained from Rewardle's products.
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.
Credit card fraud or payment gateways disruption	It is possible that the Rewardle business will in the future include the capacity to accept or process credit card transactions or other payment mechanisms. In such a case, Rewardle will be at risk of fraud by its members.
Data loss, theft or corruption	Rewardle stores data with a variety of third party service providers. Hacking or exploitation of some unidentified vulnerability in its network could lead to loss, theft or corruption of data.
Directors retain a significant stake	Following completion of the Offer (assuming full subscription), the Directors will retain approximately 56.3% of the issued capital of the Company.
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.
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.

Rewardle | ASX:RXH

A marketing and transactional platform
designed for a connected world

Thankyou, questions?

Ruwan Weerasooriya – Founder and MD

Email: ruwan@rewardle.com

Mobile: 0412 448 769



3 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.

3.1 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**

It is possible that the Rewardle business will in the future include the capacity to accept or process credit card transactions or other payment mechanisms. In such a case, Rewardle will be at risk of fraud by its members. Although the Company will implement 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 will be 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 56% of the issued capital of the Company, assuming full take up 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. Further, there is a risk that once the Shares subject to escrow or trading restrictions are released from the restrictions attaching to them, there may be a significant sell down by the holders of those Shares. In the context of the potential volatility mentioned above, 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.

3.2 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 issue 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.

3.3 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.

4 How to Apply

4.1 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 4.2);
- (b) take up part of their Entitlement, in which case the balance of the Entitlement lapses (refer to section 4.3); or
- (c) allow their Entitlement to lapse (refer to section 4.4).

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 (AEST time) on 26 August 2016** (however, that date may be varied by Rewardle in accordance with the Listing Rules).

4.2 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 4.6 for the amount shown on the Entitlement and Acceptance Form to the Share Registry so that it is received no later than **7.00pm (AEST time) on 26 August 2016** at the address set out below:

Hand delivery

Rewardle Limited
C/- Automic Registry Services
Suite 310, 50 Holt Street
Surry Hills NSW 2010

Post

Rewardle 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 (AEST time) on 26 August 2016**.

If you do not return the Entitlement and Acceptance Form, amounts received by Rewardle in excess of the Issue 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 allot and 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.

4.3 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 4.2.

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 Issue 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.

4.4 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.

4.5 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 (in consultation with the Lead Manager) at their absolute discretion under the Shortfall Facility.

4.6 Payment

The consideration for the New Shares (including under the Top-Up Facility) is payable in full on application by a payment of \$0.05 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.

4.7 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.

4.8 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.

Rewardle has agreed to pay certain fees to the Lead Manager and other brokers in respect of the Entitlement Offer. Please see section 1.5 for an outline of these fees.

4.9 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.

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 26 August 2016, 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: (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.

Term	Definition
Existing Shares	means the Shares already on issue in Rewardle as at the Record Date.
Ineligible Institutional Shareholder	means a Shareholder who is an institutional or sophisticated Shareholder on the Record Date who either: (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 (b) was not invited by Rewardle to participate in the Institutional Entitlement Offer.
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.
Investor Presentation	means the presentation to investors contained in section 2 of this Information Booklet.
Issue Price	means \$0.05 per New Share.
Lead Manager	means Morgans Corporate Limited.
Lead Manager Agreement	means the agreement between the Company and the Lead Manager for lead manager services in respect of the Entitlement Offer dated 8 August 2016.
Listing Rules	means the official listing rules of ASX.
New Shares	means Shares to be allotted and 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.
Option	means an option to acquire a Share.
Option Holder	means a holder of an Option.
Record Date	means 7.00pm (AEST time) on 26 August 2016.
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 Issue 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

Term	Definition
	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.
Underwriter	means Sequoi Nominees Pty Ltd as trustee for the Sequoi Trust (ACN 112 801 377).
Underwriting Agreement	means the underwriting agreement dated 8 August 2016 between Rewardle and the Underwriter.

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 (Managing Director)
Jack Matthews (Non-Executive Chairman)
Brandon Munro (Non-Executive Director)

Company Secretary

Ian Hobson

Lead Manager

Morgans Corporate Limited
Level 29, Riverside Centre
123 Eagle Street
BRISBANE QLD 4000

Lawyers

Nova Legal
Level 2 , 50 Kings Park Road
PERTH WA 6005

Share Registry

Automic Registry Services
Suite 310, 50 Holt Street
SURRY HILLS NSW 2010
Telephone: 1300 288 664 +61 (02) 9698 5414
Email: info@automic.com.au