

ASX Announcement
3 July 2025

Reinstatement conditions received from ASX

My Rewards International Limited (ASX: MRI) (My Rewards or the Company), is pleased to announce that it has received confirmation from the Australian Securities Exchange (ASX) that based solely on the information provided, ASX can see no reason why the securities of MRI should not be reinstated to official quotation, subject to compliance with a number of conditions precedent (Reinstatement Conditions).

Upon the satisfaction of the Reinstatement Conditions, ASX confirmed that it intends to reinstate MRI's securities to official quotation. ASX retains an absolute overarching discretion not to reinstate MRI securities to quotation, which it can exercise at any time.

Details of the Reinstatement Conditions can be found in Schedule A.

This announcement is authorised for release by the Board of Directors of MRI.

Enquiries:

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Chairman

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About My Rewards International Limited (ASX: MRI)

My Rewards is a global provider of customised subscription-based marketplaces for corporates and consumers. My Rewards' core solutions include Loyalty technology, Rewards, Customer Experience and Digital marketing services.

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Schedule A

The submission correspondence to ASX regarding MRI's proposed compliance with Listing Rule 12.1 and 12.2 ('Submissions') proposed the following actions:

- (a) A partially underwritten 1 for 2 entitlement offer to existing shareholders to raise up to \$3.98 million via the issue of up to 442,222,222 shares at an issue price of \$0.009 per share ('Entitlement Offer'); and
- (b) A debt restructure whereby MRI will seek shareholder approval to convert up to \$1.9 million of its liabilities to equity at a conversion price of \$0.009 resulting in the issue of up to 211,111,111 shares ('Debt Conversion').

Conditions for Reinstatement

Based solely on the information provided, ASX can see no reason why the securities of MRI should not be reinstated to official quotation, subject to compliance with the following conditions precedent:

1. MRI's shareholders approving all the resolutions required to effect the Debt Conversion to be considered at a general meeting of shareholders.
2. Close of the offer under a full-form prospectus as contemplated by section 710 of the Corporations Act in relation to MRI's reinstatement proposal (Prospectus') and completion of:
 - 2.1 the issue of shares under the Entitlement Offer; and
 - 2.2 the issue of shares under the Debt Conversion.
3. Confirmation in a form acceptable to ASX that MRI has received cleared funds for the complete amount of the issue price of every fully paid security issued pursuant to the Entitlement Offer and Debt Conversion.
4. MRI demonstrating compliance with Listing Rule 12.1 to the satisfaction of ASX.
5. MRI demonstrating compliance with Listing Rule 12.2 to the satisfaction of ASX, including:
 - 5.1 Provision of an updated pro-forma statement of financial position based on the actual amount of funds raised under the Entitlement Offer;
 - 5.2 Provision of an updated statement of commitments based on the actual amount of funds raised under the Entitlement Offer;
 - 5.3 Provision of a 'working capital statement' similar to that required by listing rule 1.3.3(a) to the effect that, following the completion of the Entitlement Offer, MRI will have sufficient working capital at the time of reinstatement to carry out its activities; and
 - 5.4 MRI confirming that, at the time of reinstatement, it will be funded for at least 12 months without having to raise any additional capital.
6. Provision of an updated capital structure based on the actual number of securities issued.
7. Confirmation that there are no legal, regulatory or contractual impediments to MRI undertaking the activities the subject of its proposed use of funds.
8. Payment of all ASX fees, including listing fees, applicable and outstanding (if any).

9. Lodgement of all outstanding periodic or quarterly reports (if any) required to be lodged under Chapters 4 of the Listing Rules and any other outstanding documents required by Listing Rule 17.5
10. Reinstatement of MRI's CHESSE sub-register (if applicable).
11. Lodgement of Director's Interest Notices, being either Appendix 3Xs, 3Ys or 3Zs, as required.
12. Lodgement of all outstanding Appendices 2A, 3B and 3G (if any) with ASX for issues of new securities.
13. Confirmation the securities to be issued have been issued, and despatch of each of the following has occurred.
- 13.1 In relation to all holdings on the CHESSE sub-register, a notice from MRI under ASX Settlement Operating Rule 8.9.1.
- 13.2 In relation to all other holdings, issuer sponsored holding statements.
- 13.3 Any refund money.
14. Provision of the following in a form suitable for release to the ASX Market Announcements Platform ('MAP') to the satisfaction of ASX:
- 14.1 A statement confirming completion of the Entitlement Offer, the Debt Conversion and closure of the Prospectus.
- 14.2 An updated pro-forma statement of financial position based on the actual amount of funds raised under the Entitlement Offer.
- 14.3 An updated statement of commitments based on the actual amount of funds raised under the Entitlement Offer.
- 14.4 A 'working capital statement' similar to that required by listing rule 1.3.3(a) to the effect that, following the completion of the Entitlement Offer, MRI will have sufficient working capital at the time of reinstatement to carry out its activities.
- 14.5 A statement setting out the names of the 20 largest holders of each class of securities to be quoted, including the number and percentage of each class of securities held by those holders.
- 14.6 A distribution schedule of the numbers of holders in each class of security to be quoted, setting out the number of holders in the following categories.
- 1 - 1,000
 - 1,001 - 5,000
 - 5,001 - 10,000
 - 10,001 - 100,000
 - 100,001 and over
- 14.7 A statement outlining MRI's capital structure at the time of reinstatement, following the issue of the Entitlement Offer and the Debt Conversion securities.
- 14.8 Any further documents and confirmations that ASX may determine are required to be released to the market as pre-quotations disclosure.
- 14.9 A statement confirming that MRI is in compliance with the listing rules and in particular listing rule 3.1. The above conditions are based solely on the information provided by MRI. If other material facts come to light following this letter, including following ASX's review of MRI's

proposed notice of meeting, future announcements, Prospectus or any outstanding periodic reports, ASX reserves the right to withdraw this letter, amend conditions, or to impose further conditions on MRI's reinstatement.

Regardless of any view expressed in this letter, ASX retains its absolute discretion not to reinstate MRI's securities to quotation, which it can exercise at any time.

This letter applies for 3 months until 2 October 2025 and is subject to any amendments to the Listing Rules or changes in the interpretation or administration of the Listing Rules and policies of ASX. If the Company has not satisfied the above conditions precedent by the above date, the Company will be required to re-apply to ASX for confirmation of ASX's requirements for reinstatement of its securities to quotation.

Other

Upon satisfaction of the above conditions precedent, ASX would intend to reinstate MRI's securities to official quotation. Please note that ASX has discretion not to reinstate MRI should it fail to comply with the listing rules, the spirit of the listing rules or be unable to disclose information to the market as requested by ASX or required by listing rule 3.1.

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