

ASX Announcement

Date: 14 August 2025

Debt Conversions and Non-Renounceable Entitlement Offer

As announced on 3 July 2025, My Rewards International Ltd (“MRI” or the “Company”) received confirmation from the Australian Securities Exchange (“ASX”) that based solely on the information provided, and subject to compliance with a number of conditions precedent (“Reinstatement Conditions”), ASX can see no reason why the securities of MRI should not be reinstated to official quotation on the ASX.

The correspondence with ASX regarding the Company’s compliance with ASX Listing Rules 12.1 and 12.2 proposed the following actions:

- (a) conversion of up to \$2.2 million of its liabilities into equity at a conversion price of \$0.009 (the “Debt Conversion”); and
- (b) a partially underwritten non-renounceable entitlement offer of one fully paid ordinary share in the capital of the Company (“Share”) for every two Shares held by eligible shareholders at the record date at an issue price of \$0.009 per Share to raise up to \$3.98 million (the “Entitlement Offer”).

The Reinstatement Conditions included (amongst other conditions) the requirement for the Company’s shareholders to approve all resolutions relating to the Debt Conversion at an upcoming annual general meeting of MRI shareholders proposed to be held on 19 September 2025 (“AGM”).

Debt Conversion

At the AGM, the Company is seeking shareholder approval, amongst other resolutions, for the Debt Conversion.

The Debt Conversion relates to the conversion of outstanding director fees, director loans and third-party loans into Shares. A summary of the debts which are proposed to be converted are set out in the table below:

RECIPIENT	DEBT	DEBT CONVERSION SHARES
Conversion of Director’s Fees		
Mr Alex Gold	\$207,005	23,000,556 Shares
Mr David Vinson	\$240,453	26,717,000 Shares

RECIPIENT	DEBT	DEBT CONVERSION SHARES
Ms Maitreyee Khire	\$598,683	66,520,334 Shares
Mr Daniel Goldman	\$71,355	7,928,334 Shares
Conversion of Director Loans		
David Vinson	\$58,765	6,529,392 Shares
Conversion of Third-Party Loans		
Still Capital Pty Ltd	\$265,885	29,542,770 Shares
Peter Koadlow	\$126,541	14,060,079 Shares
Requim Holdings Pty Ltd	\$422,043	46,893,589 Shares
Shirley Koadlow	\$198,403	22,044,778 Shares
Total	\$2,189,133	243,236,832 Shares

Entitlement Offer

The Company is also seeking to raise up to \$3.98 million pursuant to the Entitlement Offer, through the issue of one Share for Shares held by eligible shareholders on the record date at an issue price of \$0.009 per Share.

The Company is currently in discussions with three parties with a view to partially underwriting the Entitlement Offer up to \$3.4 million. There are currently no formal agreements in place with respect to underwriting the Entitlement Offer and there is no guarantee that any agreements will be entered into.

The Entitlement Offer will be conducted for the purpose of satisfying the Reinstatement Conditions, raising funds for the Company to ensure:

- (a) the Company's current operations are sufficient to satisfy ASX Listing Rule 12.1; and
- (b) following completion of both the Debt Conversion and the Entitlement Offer, the Company's financial condition is sufficient to satisfy ASX Listing Rule 12.2.

Further details of the Entitlement Offer will be set out in the Company's entitlement issue prospectus.

Appendix 3H and Lapsed Options

The Company has recently uncovered a discrepancy, whereby the issued capital set out in the Company's Announcements, including in Appendices 2A, 3G and 3H have incorrectly included 3,250,000 MRIAT Options, 1,050,000 MRIAU Options and 4,368,750 MRIAV Options which lapsed on 18 July 2022 (**Lapsed Options**).

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The Company notes that the Lapsed Options should not have been included in the Company's announcements following 18 July 2022 and the discrepancy was an administrative oversight, which has now been corrected via the release of an Appendix 3H on or about 14 August 2025.

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

Enquiries:

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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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