

24 September 2025

ASX Announcement: Execution of Standby Debt Facility and Security Deed

Rewardle Holdings Limited (ASX: RXH) (“**Rewardle**” or “the **Company**”) advises that it has entered into a Standby Debt Facility Agreement and Specific Security Deed with Temorex Pty Ltd as trustee for the Nitram Family Trust (“**Temorex**”).

Highlighted Terms of the Facility

- **Facility Limit:** AUD \$2,000,000
- **Facility Type:** Revolving standby debt facility
- **Term:** 12 months from execution (availability period)
- **Purpose:** Working capital funding
- **Interest Rate:** 12% per annum on drawn amounts (calculated monthly)
- **Fees:**
 - **Establishment Fee:** \$25,000 (cash or RXH shares)
 - **Facility Fee:** 1.5% of the facility amount per annum, payable in monthly instalments of \$2,500 (cash or RXH shares)
- **Drawdowns:** Minimum \$250,000 per drawdown, on 5 business days’ notice and subject to conditions precedent
- **Repayment:** Amounts drawn (plus accrued interest and fees) are repayable within 12 months after the expiry of the Term; early repayment permitted without penalty
- **Security:** The Facility is secured by a Specific Security Deed granting Temorex a first-ranking security interest over all shares in CloudHolter Pty Ltd held by Rewardle.

Commentary

Rewardle’s Executive Chairman, Ruwan Weerasooriya, said:

“This facility provides the Company with additional financial flexibility as it advances its growth strategy and prepares for the next phase of the Company’s growth and development.”

“Importantly, while we are commencing with all of the Company’s CloudHolter shares being provided as security. The arrangement provides the Company with the flexibility to use its CloudHolter shares as security in establishing additional financing facilities by requesting the release of CloudHolter shares held as security and such a request will not be unreasonably withheld.”

“The Company is engaged in ongoing, incomplete discussions with this regard and will provide further updates as required in accordance with its continuous disclosure obligations.”

“Interested investors can reach me via email or mobile should they have any inquiries regarding our strategy, progress, and prospects.”

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Potential Share Issuance

Under the Facility, Rewardle may elect to satisfy the Establishment Fee, the Facility Fee, and any accrued interest in fully paid ordinary shares in Rewardle:

- If shares are issued after RXH is readmitted to quotation, the issue price will be based on the 5-day VWAP immediately prior to the issue date.
- If shares are issued before readmission, the issue price will be 2.9 cents per share.

The Company will make further announcements in accordance with ASX Listing Rule 3.10.3 if and when any shares are issued under the Facility.

Risk Statement

The Facility is secured over the Company's shares in CloudHolter Pty Ltd. In the event of default, the lender may enforce its security, which could result in the loss of these assets. In addition, to the extent fees and/or interest are satisfied in shares, this may result in dilution of existing shareholders.

Governance and Listing Rule disclosure

The Company has resolved to cap the maximum number of shares that may be issued under the Facility at 10,172,413 shares. Any amounts in excess of this cap will be satisfied in cash. The issue will be made under the Company's Listing Rule 7.1 placement capacity and the cap represents the maximum number of shares counted for Listing Rule 7.1 purposes.

The Board notes that Mr Ruwan Weerasooriya and Mr David Niall each hold convertible notes in CloudHolter Pty Ltd, over which the Facility is secured. Both directors disclosed their material personal interests and, in accordance with sections 191 and 195 of the Corporations Act 2001 (Cth), did not participate in the consideration of, or vote on, the Facility. In line with the Company's constitution, the Facility was approved by the independent, non-conflicted director. The Company confirms the Facility was negotiated on arm's-length terms.

The Company confirms that it is in compliance with its continuous disclosure obligations under ASX Listing Rule 3.1. The Company is not aware of any information concerning it that has not been announced to the market which, if known, could be a material influence on the price or value of its securities.

Authorised for release by: The Board of Directors of Rewardle Holdings Limited

For further information, please contact:

Ruwan Weerasooriya, Executive Chairman

Email: ruwan@rewardle.com

Mobile: 0412448769

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Appendix A – Schedule of Key Terms

Parties

- **Borrower:** Rewardle Holdings Limited (ACN 168 751 746)
- **Lender:** Temorex Pty Ltd (ACN 061 621 896) as trustee for the Nitram Family Trust

Facility & Availability

- **Type:** Revolving standby facility
- **Limit:** **\$2,000,000**
- **Term (Availability):** **12 months** from execution
- **Re-borrowing:** Permitted within the Term (subject to the facility limit)

Pricing & Fees

- **Interest:** **12% p.a.** on drawn balances (calculated monthly)
- **Establishment Fee:** **\$25,000** (cash or RXH shares)
- **Facility Fee:** **1.5% p.a. of facility amount**, payable **monthly at \$2,500** (cash or RXH shares)

Share Pricing Mechanics (if shares are issued)

- **Post-readmission:** **5-day VWAP**
- **Pre-readmission:** **\$0.029** per share

Drawdown Mechanics

- **Minimum per Draw:** **\$250,000** (unless otherwise agreed)
- **Notice:** **5 business days**
- **CPs (summary):**
 - Execution of **Specific Security Deed**
 - **Valuation** (acceptable to Lender) of secured property
 - **Establishment Fee** paid
 - **Representations & warranties** true on draw date
 - **Valid Drawdown Notice** by authorised signatory

Repayment

- **Final Repayment Date (Due Date):** **12 months after expiry of the Term** (as defined in the Facility)
- **Prepayment:** Permitted at any time without penalty; interest payable to the date of repayment

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Security

- **Instrument: Specific Security Deed (marketable securities)**
- **Collateral:** All **CloudHolter Pty Ltd** shares (present and after-acquired) held by Rewardle, together with associated rights and proceeds
- **Ranking:** First-ranking security interest (subject to permitted interests)

Events of Default (summary)

- **Non-payment** (beyond stated grace periods)
- **Breach of material obligations** (with cure period)
- **Misrepresentation**
- **Insolvency** or **change of control** without consent
- **Enforcement** against assets above thresholds
- **Material adverse change** (as specified)

Consequences of Default

- **Acceleration** of all amounts due
- **Enforcement** of security
- **Termination** of further drawdowns

Other

- **Governing Law: Western Australia**
- **Notices:** As per the agreement (email and physical addresses specified)

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