

ASX Announcement

22 March 2023

2023 April EGM Notice of Meeting

Wooboard Technologies Limited (**Company** or **Wooboard**) gives notice of its upcoming Extraordinary General Meeting of Shareholders (**Meeting**). The Meeting will be held as follows:

Date	Monday, 24 April 2023
Time	11:00am (AEST)
Venue	At the offices of Thomson Geer, Level 14, 60 Martin Place, Sydney NSW 2000.

The attached Notice of Meeting (including Explanatory Statement and Proxy Form) (**Notice**) provides details of the items of business to be considered by Shareholders.

Shareholders are encouraged to attend or, if unable to attend, to vote on the motions proposed by appointing a proxy or using any other means included in the Notice.

This announcement was authorised for release by the Board of Directors.

– ENDS –

For further information, please contact:

Company Enquiries

Josh Quinn
Company Secretary
Wooboard Technologies Ltd
josh@wooboard.com

Media Enquiries

info@wooboard.com

About Wooboard

WOOBARD TECHNOLOGIES (ASX: WOO) is an ASX listed company focused on the human resources space, with a particular focus on health, wellness and mindfulness of employees of large global enterprises. The company is developing an evolving stable of software-as-a-service (SaaS) product offerings and a strategic investment in a fully operational platform that monitors worker experience. Wooboard leverages off the digitisation of workplace wellbeing, which involves the inter-related market segments of personal health/wellness and enterprise human resource manages, the latter monitoring the performance of staff under their control.

WOOBARD TECHNOLOGIES LIMITED **ABN 64 600 717 539**
LEVEL 57, 25 MARTIN PLACE, SYDNEY NSW 2000
Legal/81626682_9

Notice of Meeting

2023

EXTRAORDINARY GENERAL MEETING

Monday, 24 April 2023
11:00am (AEST)

At the offices of Thomson Geer, Level 14, 60 Martin Place, Sydney NSW 2000.

Wooboard Technologies Limited
ABN 64 600 717 539

Wooboard Technologies Limited gives notice that an Extraordinary General Meeting (**Extraordinary General Meeting** or **Meeting**) of Shareholders will be held on:

Monday, 24 April 2023 at 11:00am (AEST) at the offices of Thomson Geer, Level 14, 60 Martin Place, Sydney NSW 2000.

It is recommended that Shareholders read the Notice of Meeting and Explanatory Statement in full and seek professional advice if they are uncertain about how they should cast their votes at the Meeting.

Capitalised terms are defined in the Glossary.

VOTING ELIGIBILITY

The Directors have determined pursuant to regulation 7.11.37 of the *Corporations Regulations 2001* (Cth) that the persons eligible to vote at the Meeting are those who are registered Shareholders of the Company as at 7.00 pm (AEST) Saturday, 22 April 2023.

POLL VOTING

Each resolution considered at the Meeting will be conducted by a poll rather than on a show of hands. The Board and the Chairman consider that voting by poll is in the interests of the Shareholders as a whole.

VOTING BY PROXY

The Proxy Form has been enclosed with this Notice.

For your vote to be effective it must be recorded before 11:00am AEST on Saturday, 22 April 2023.

A Shareholder entitled to vote at an Extraordinary General Meeting is entitled to appoint a proxy to participate and vote on the Shareholder's behalf. A Shareholder who is entitled to cast two or more votes may appoint up to two proxies and may specify the proportion or number of the Shareholder's votes each proxy is entitled to exercise. If two proxies are appointed but no proportion or number is specified, each proxy may exercise half of the Shareholder's votes. If the specified proportion or number of votes exceeds that which the Shareholder is entitled to, each proxy may exercise half of the Shareholder votes. Any fractions of votes brought about by the apportionment of votes to a proxy will be disregarded.

A proxy has the same rights as a Shareholder to speak at the Meeting and to vote (but only to the extent permitted by law). Shareholders who have appointed a proxy may still participate in the Meeting. The proxy is not revoked by the Shareholder participating and taking part in the meeting, unless the Shareholder actually votes at the meeting on a resolution for which the proxy is proposed to be used.

Where more than one joint holder votes, the vote of the holder whose name appears first in the register of Shareholders shall be accepted to the exclusion of the others, regardless of whether the vote is by proxy, by representative or by attorney.

A proxy need not be a Shareholder of the Company and may be an individual or a body corporate. If a Shareholder appoints a body corporate as a proxy, that body corporate will need to ensure it:

- appoints an individual as its corporate representative to exercise its powers at the meeting, in accordance with section 250D of the Corporations Act; and
- provides satisfactory evidence of the appointment of its corporate representative to the Company at least 48 hours prior to commencement of the meeting.

If such evidence is not received at least 48 hours prior to the commencement of the Meeting, then the body corporate proxy (through its representative) will not be permitted to act as the Shareholder's proxy.

Proxy forms (and if the appointment is signed by the appointer's attorney, the original authority under which the appointment was signed or a certified copy of the authority) must be received by the Company's Share Registry, Boardroom Pty Limited, by 11:00am (AEST) on Saturday, 22 April 2023

A proxy may be lodged with Boardroom Pty Limited:

- 🖥 Online <https://www.votingonline.com.au/wooeqm2023>
- ☎ By Fax + 61 2 9290 9655
- ✉ By Mail GPO Box 3993, Sydney NSW 2001 Australia
- 👤 In Person L8, 210 George St, Sydney NSW 2000 Australia

UNDIRECTED PROXIES & DIRECTORS' RECOMMENDATION

The Directors unanimously recommend that Shareholders vote in favour of all resolutions. The Chairman intends to vote all undirected proxies **IN FAVOUR** of each resolution.

CORPORATE REPRESENTATIVE

Any corporate Shareholder who has appointed a person to act as its corporate representative at the Meeting should provide that person with a certificate or letter executed in accordance with the Corporations Act authorising him or her to act as that company's representative. The authority can be mailed or faxed to the Company at least 48 hours before the Meeting. Alternatively, this document can be lodged at the registration desk on the day of the Meeting.

COVID-19

To prevent the spread of COVID-19, all participants are strongly encouraged to practice physical and social distancing and wear a mask. If you have a fever, cough and difficulty breathing, or you are unwell, please do not attend the Meeting.

BUSINESS OF THE MEETING**RESOLUTION 1:****ISSUE OF CONVERTIBLE NOTES**

To consider, and if thought fit, to pass the following resolution as an **ordinary resolution**:

"That, for the purpose of ASX Listing Rule 7.1 and for all other purposes, Shareholders approve the issue of 1,000,000 Convertible Notes to sophisticated and professional investors on the terms and conditions set out in the Explanatory Statement."

RESOLUTION 2:**ISSUE OF OPTIONS TO CLEE CAPITAL PTY LTD**

To consider, and if thought fit, to pass the following resolution as an **ordinary resolution**:

"That, for the purpose of ASX Listing Rule 7.1 and for all other purposes, Shareholders approve the issue of 30,000,000 Options to Clee Capital Pty Ltd (or its nominees) on the terms and conditions set out in the Explanatory Statement."

RESOLUTION 3:**CHANGE OF COMPANY NAME**

To consider, and if thought fit, to pass the following resolution as a **special resolution**:

"That, with effect on and from the day on which ASIC alters the details of the Company's registration, for the purpose of sections 157 and 136 of the Corporations Act and for all other purposes:

(a) the name of the Company be changed from "Wooboard Technologies Limited" to "Thrive Tribe Technologies Limited"; and

(b) the Constitution be amended to replace all existing references to "Wooboard Technologies Limited" with "Thrive Tribe Technologies Limited"

By Order of the Board



Josh Quinn

Company Secretary
22 March 2023

VOTING EXCLUSION STATEMENTS

The Corporations Act and the ASX Listing Rules contain prohibitions on certain individuals voting on specific resolutions being considered at general meetings of companies due to potential or perceived conflicts of interest.

As set out below, the Company has established procedures to appropriately manage 'voting exclusions' which will minimise the risk of excluded votes being cast or counted as well as ensuring that all eligible votes are included.

RESOLUTION 1: ISSUE OF CONVERTIBLE NOTES

The Company will disregard any votes cast in favour of the Resolution by or on behalf of a person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary Securities in the Company) or an associate of that person (or those persons).

However, this does not apply to a vote cast in favour of the Resolution by:

- (a) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way; or
- (b) the Chair of the Meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or
- (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and
 - (ii) the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

RESOLUTION 2: ISSUE OF OPTIONS TO CLEE CAPITAL PTY LTD

The Company will disregard any votes cast in favour of the Resolution by or on behalf of a person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary Securities in the Company) (namely Clee Capital Pty Ltd) or an associate of that person (or those persons).

However, this does not apply to a vote cast in favour of the Resolution by:

- (a) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way; or
- (b) the Chair of the Meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or
- (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:

- (iii) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and
- (iv) the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

EXPLANATORY STATEMENT

This Explanatory Statement accompanies the Notice of an Extraordinary General Meeting of the Company to be held on Monday, 24 April 2023 at 11:00am (AEST) at the offices of Thomson Geer, Level 14, 60 Martin Place, Sydney NSW 2000.

The Explanatory Statement has been prepared to assist Shareholders in determining how to vote on the resolutions set out in the Notice of Meeting and is intended to be read in conjunction with the Resolutions.

RESOLUTION 1: ISSUE OF CONVERTIBLE NOTES

General

On or around 26 February 2023, the Company announced its entry into conditional convertible agreements with sophisticated and professional investors to issue \$1,000,000 of convertible notes in aggregate (**Convertible Notes**).

ASX Listing Rule 7.1

Broadly speaking, and subject to a number of exceptions, ASX Listing Rule 7.1 limits the amount of Equity Securities that a listed company can issue without the approval of its shareholders over any 12 month period to 15% of the fully paid ordinary Securities it had on issue at the start of the period.

The issue of Convertible Notes does not fit within any of these exceptions and, as it has not yet been approved by the Company's Shareholders, it exceeds the 15% issue capacity in ASX Listing Rule 7.1, reducing the Company's capacity to issue further Equity Securities without Shareholder approval under ASX Listing Rule 7.1 for the 12 month period following the issue date.

Resolution 1 seeks the required Shareholder approval for the issue of Convertible Notes under and for the purposes of ASX Listing Rule 7.1.

Information required by ASX Listing Rule 14.1A

If Resolution 1 is passed, the issue of Convertible Notes will be excluded from the calculation of the number of Equity Securities that the Company can issue without Shareholder approval under ASX Listing Rule 7.1.

In the event Resolution 1 is not passed, the Company will not have sufficient capacity, cannot issue the Convertible Notes and may be obliged to redeem the Convertible Notes in cash.

Information required by ASX Listing Rule 7.3

Pursuant to, and in accordance with ASX Listing Rule 7.3, the following information is provided in relation to the issue of Convertible Notes:

- (a). the Convertible Notes will be issued to sophisticated and professional investors, none of whom are Related Parties of the Company;
- (b). the maximum number of Convertible Notes to be issued is 1,000,000.
- (c). the material terms and conditions of the Convertible Notes are set out below at item (f), upon conversion of the Convertible Notes into Shares, those Shares will rank equally in all respect with existing fully paid ordinary Shares;
- (d). the Convertible Notes will be issued no later than 3 months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the ASX Listing Rules);

- (e). the Convertible Notes will be issued for \$1,000,000 in total;
- (f). the Convertible Notes will be issued pursuant to the conditional convertible note agreements. The terms of the agreement are summarised as follows.
 - (a). **Term:** 18 months.
 - (b). **Face Value:** \$1 per Convertible Note to raise \$1,000,000 in aggregate.
 - (c). **Interest:** 6% per annum payable at the end of the term
 - (d). **Conditions Precedent:** subject to Shareholders approving the issue of the Convertible Notes (i.e. subject to this Resolution 1).
 - (e). **Conversion:** the Convertible Notes are convertible into Shares at the election of the noteholder at any time during the 18 month term. The Company has 5 business days to process that conversion. The number of Shares which the Company must issue is equal to the aggregate face value of all Convertible Notes held by that noteholder, divided by the conversion price of \$0.015.
 - (f). **Redemption:** the Company must redeem each Convertible Note that has not been redeemed or converted on the earlier of the end of the term or on the date of an event of default.
 - (g). **Events of Default:** failure to pay amounts under the agreement, breach of the agreement and the occurrence of an insolvency event.
 - (h). **Transferability:** the Convertible Notes are not transferable and do not entitle the holder to any voting rights.
 - (i). the purpose of the issue of Convertible Notes is to raise funds which will be applied towards the Company's ongoing operations;
 - (j). the Convertible Notes are not being issued under, or to fund, a reverse takeover; and
 - (k). a voting exclusion statement has been included in the Notice.

RESOLUTION 2: ISSUE OF OPTIONS TO CLEE CAPITAL PTY LTD

General

Clee Capital Pty Ltd (**Clee**) pursuant to its existing mandate served as Lead Manager for a \$1,000,000 capital raise from sophisticated and professional investors, being the capital raise pursuant to which the Convertible Note commitments were received (**Capital Raise**). As part of the consideration for these services, the Company agreed to issue 30,000,000 Options, subject to Shareholder approval, exercisable at \$0.02 per Share to Clee.

ASX Listing Rule 7.1

Broadly speaking, and subject to a number of exceptions, ASX Listing Rule 7.1 limits the amount of Equity Securities that a listed company can issue without the approval of its Shareholders over any 12 month period to 15% of the fully paid ordinary Securities it had on issue at the start of the period.

The issue of Options does not fit within any of these exceptions and, as it has not yet been approved by the Company's Shareholders, it may use up the 15% issue capacity in ASX Listing Rule 7.1, reducing the Company's capacity to issue further Equity Securities without

Shareholder approval under ASX Listing Rule 7.1 for the 12 month period following the issue date.

Resolution 2 seeks the required Shareholder approval for the issue of Options under and for the purposes of ASX Listing Rule 7.1.

Information required by ASX Listing Rule 14.1A

If Resolution 2 is passed, the issue of Options will be excluded from the calculation of the number of Equity Securities that the Company can issue without Shareholder approval under ASX Listing Rule 7.1.

In the event Resolution 2 is not passed, the Company will issue the Options under ASX Listing Rule 7.1 provided the Company has sufficient issue capacity available

Information required by ASX Listing Rule 7.3

Pursuant to, and in accordance with ASX Listing Rule 7.3, the following information is provided in relation to the issue of Options:

- (a). the Options will be issued to Clee Capital Pty Ltd or its nominee;
- (b). the maximum number of Options to be issued is 30,000,000;
- (c). the material terms and conditions of the Options are set out in Schedule 1;
- (d). the Options will be issued no later than 3 months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the ASX Listing Rules);
- (e). the Options will be issued for nil cash consideration and form part of the payment for Clee's services for the Capital Raise. The value attributed to the Options was determined on arms length commercial terms determined by Directors. The funds received if the Options are exercised will be used towards ongoing development costs, working capital and business generation and marketing activities of the Company;
- (f). the Options will be issued pursuant to the terms of the agreement with Clee as Lead Manager for the Capital Raise. The terms of the agreement are set out in Schedule 1 and the key terms are summarised below.
 - (a). Clee served as the lead manager for the raise and was paid a cash fee of \$33,000 (inc GST).
 - (b). In addition, Clee was to be granted 30,000,000 Options, subject to Shareholder approval.
 - (c). The Options have an exercise price of \$0.02 per Option.
 - (d). The Options have an Expiry Date of 2 years from the date of issue.
 - (e). The terms of the Options are subject to any reorganisation or reconstruction of capital conducted in accordance with the ASX Listing Rules.
- (g). the purpose of the issue of Options is to satisfy in part, the Company's fee payment obligations to Clee for the Capital Raise
- (h). the Options are not being issued under, or to fund, a reverse takeover; and
- (i). a voting exclusion statement has been included in the Notice.

RESOLUTION 3:

CHANGE OF COMPANY NAME

General

The Company is currently called Wooboard Technologies Limited and the Directors would like to change its name to Thrive Tribe Technologies Limited. This name has been reserved with ASIC. The Company believes Thrive Tribe Technologies better reflects its diverse product and service offerings as compared to Wooboard which only reflects one of its business units. As a result the Directors consider this name change will improve its brand

recognition and more readily communicate to customers its operational goals. If this Resolution is approved, the Company also intends to change its ASX ticker from "WOO" to "1TT".

Sections 157 and 136 of the Corporations Act

Section 157 of the Corporations Act states that a company may change its name if that company obtains the approval of 75% of its Shareholders eligible and present at a general meeting i.e. passes a special resolution.

Section 136 of the Corporations Act states that a company may amend its constitution by passing a special resolution of shareholders. To help effect the name change, the Company intends to amend its Constitution to replace all existing references to "Wooboard Technologies Limited" with "Thrive Tribe Technologies Limited".

Accordingly Shareholder approval is sought to change the Company's name to "Thrive Tribe Technologies Limited" and to amend the Constitution to reflect that name change.

If this Resolution is passed, the Company will apply to ASIC for the change of name, which will take effect upon a new certificate of registration being issued.

GLOSSARY

\$ means an Australian dollar.

AEST means Australia Eastern Standard Time as observed in NSW.

ASX means the ASX Limited or the market operated by it, as the context requires.

ASIC means the Australian Securities and Investments Commission.

ASX Listing Rules means the Listing Rules of ASX.

Board means the current board of Directors of the Company.

Capital Raise has the meaning given in the "General" section of Resolution 2 in the Explanatory Statement.

Clee means Clee Capital Pty Ltd ACN 637 619 937.

Chair or **Chairman** means the chair of the Meeting.

Company or **Wooboard** means Wooboard Technologies Limited (ACN 600 717 539).

Constitution means the Company's constitution.

Convertible Note has the meaning given in the "General" section of Resolution 1 in the Explanatory Statement.

Corporations Act means *Corporations Act 2001* (Cth).

Directors means the directors of the Company.

Equity Securities includes a share, a unit in a trust, a right to a share or unit in a trust or option, an option over an issued or unissued security, a convertible security, or, any security that ASX decides to classify as an equity security.

Explanatory Statement means the explanatory statement accompanying the Notice.

Extraordinary General Meeting and **Meeting** means the meeting convened by this Notice.

Notice or **Notice of Meeting** means this notice of meeting including the Explanatory Statement and the Proxy Form.

Proxy Form means the proxy form accompanying the Notice.

Related Party as defined in section 288 of the Corporations Act and Chapter 19 of the ASX Listing Rules.

Resolution means a resolution set out in the Notice.

Securities as defined in Chapter 19 of the ASX Listing Rules.

Share means a fully paid ordinary share in the capital of the Company.

Shareholder means a holder of a Share.

Option means an option which entitles the holder to subscribe for one Share in accordance with the terms and conditions outlined in Schedule 1.

SCHEDULE 1**Terms and Conditions of the Options**

The Options entitle the holder to subscribe for Shares on the following terms and conditions:

- a) *Exercise Price*
The exercise price per Option is \$0.02
- b) *Entitlement*
Each Option shall entitle the holder the right to subscribe (in cash) for one Share in the capital of the Company.
- c) *Option Period*
The Options will expire on the date that is 2 years after the date of grant of the Options (**Expiry Date**).
Subject to clause (g), Options may be exercised at any time prior to the Expiry Date and Options not so exercised shall automatically lapse on the Expiry Date.
- d) *Ranking of Share Allotted on Exercise of Option*
Each Share allotted as a result of the exercise of any Option will, subject to the Constitution of the Company, rank in all respects pari passu with the existing Shares in the capital of the Company on issue at the date of issue.
- e) *Voting*
A registered owner of an Option (Option Holder) will not be entitled to attend or vote at any meeting of the members of the Company unless they are, in addition to being an Option Holder, a member of the Company.
- f) *Transfer of an Option*
Options are transferrable at any time prior to the Expiry Date. This right is subject to any restrictions on the transfer of Options that may be imposed by the ASX.
- g) *Method of Exercise of an Option*
- (i) The Company will provide to each Option Holder a notice that is to be completed when exercising the Options (Notice of Exercise of Options). Options may be exercised by the Option Holder by completing the Notice of Exercise of Options and forwarding the same to the Company Secretary to be received prior to the expiry date. The Notice of Exercise of Options must state the number of Options exercised and the consequent number of ordinary shares in the capital of the Company to be allotted; which number of Options must be a multiple of 1,000,000 if only part of the Option Holder's total Options are exercised, or if the total number of Options held by an Option Holder is less than 1,000,000, then the total of all Options held by that Option Holder must be exercised.
 - (ii) The Notice of Exercise of Options by an Option Holder must be accompanied by payment in full for the relevant number of Shares being subscribed.
 - (iii) Subject to paragraph (g)(i) above, the exercise of less than all of an Option Holder's Options will not prevent the Option Holder from exercising the whole or any part of the balance of the Option Holder's entitlement under the Option Holder's remaining Options.
 - (iv) Within 5 business days from the date the Option Holder properly exercises Options held by the Option Holder, the Company shall issue and allot to the Option Holder that number of Shares in the capital of the Company so subscribed for by the Option Holder.
 - (v) If the Company is listed on the ASX, the Company will apply to the ASX for, and use its best endeavours to obtain, Official Quotation of all such Shares, in accordance with the Corporations Act and the Listing Rules of the ASX.
- h) *Reconstruction*
In the event of a reconstruction (including consolidation, sub-division, reduction or return) of the issued capital of the Company, all rights of the Option Holder will be changed to the extent necessary to comply with the Corporations Act and ASX Listing Rules applying to the reconstruction of capital, at the time of the reconstruction.
- i) *Participation in New Share Issues*
There are no participating rights or entitlements inherent in the Options to participate in any new issues of capital which may be made or offered by the Company to its Shareholders from time to time prior to the expiry date unless and until the Options are exercised. The Company will ensure that during the exercise period, the record date for the purposes of determining entitlements to any new such issue, will be such date required under the Listing Rules in order to afford the Option Holder an opportunity to exercise the Options held by the Option Holder.
- j) *No Change of Options' Exercise Price or Number of Underlying Shares*
The Options do not confer the right to a change in exercise price or change to the number of underlying Securities except in the circumstances outlined in Listing Rule 6.22. There are no rights to change the exercise price of the Options or the number of underlying Shares if there is a bonus issue to the holders of ordinary shares. If the Company makes a pro rata issue of Securities (except a bonus issue) to the holders of ordinary shares (other than an issue in lieu or in satisfaction of dividends or by way of dividend investment) the Option exercise price shall be reduced according to the formula specified in the Listing Rules.

22 March 2023

Dear Shareholder,

APRIL 2023 EXTRAORDINARY GENERAL MEETING

Wooboard Technologies Limited ("the Company") advises that an Extraordinary General Meeting of the shareholders of the Company will be held on Monday, 24th April 2023 at 11.00am (AEST) at the offices of Thomson Geer, Level 14, 60 Martin Place, Sydney NSW 2000 ("the Meeting").

The Board has made the decision that it will hold a physical meeting with appropriate social distancing measures in place. In accordance with the Corporations Act 2001 (Cth), the Notice of Meeting will not be mailed to Shareholders unless a shareholder has made a valid election to receive such documents in hard copy. Instead, the Notice can be viewed and downloaded at <https://wooboard.com/investor-centre/> and is also available through the Company's announcement page on ASX, search code "WOO".

VOTING IS NOW OPEN

To vote online in relation to the business of the Meeting, please follow the instructions below:

STEP 1: Visit <https://www.votingonline.com.au/wooegm2023>

STEP 2: Enter your Postcode (if within Australia) OR Country of Residence (if outside Australia)

STEP 3: Enter your Voting Access Code (VAC) – as contained in attached proxy

STEP 4: Follow the prompts on each resolution

Important Note: For your voting instructions to be valid and counted towards this meeting please ensure your online lodgement is received not later than 11.00 am (AEST) on Saturday, 22nd April 2023. Voting instructions received after this time will not be valid for the scheduled meeting.

You can also update your communication preferences to ensure you receive all future communications from the Company electronically, by updating your shareholder details online via <https://www.investorserve.com.au>. To log in you will need your SRN/HIN and postcode (or country for overseas residents).

Should you have any queries regarding your holding, or the upcoming Meeting, please contact Boardroom Pty Limited on 1300 737 760 (within Australia), +61 2 9290 9600 (outside Australia) or email enquiries@boardroomlimited.com.au

Yours sincerely,

A handwritten signature in black ink, appearing to read "Josh Quinn".

Josh Quinn
Company Secretary



All Correspondence to:

- ✉ **By Mail** Boardroom Pty Limited
GPO Box 3993
Sydney NSW 2001 Australia
- 📠 **By Fax:** +61 2 9290 9655
- 💻 **Online:** www.boardroomlimited.com.au
- ☎ **By Phone:** (within Australia) 1300 737 760
(outside Australia) +61 2 9290 9600

YOUR VOTE IS IMPORTANT

For your vote to be effective it must be recorded **before 11:00am (AEST) on Saturday 22 April 2023.**

🖥 TO VOTE ONLINE

- STEP 1: VISIT** <https://www.votingonline.com.au/woeegm2023>
STEP 2: Enter your Postcode OR Country of Residence (if outside Australia)
STEP 3: Enter your Voting Access Code (VAC):

📱 BY SMARTPHONE



Scan QR Code using smartphone
QR Reader App

TO VOTE BY COMPLETING THE PROXY FORM

STEP 1 APPOINTMENT OF PROXY

Indicate who you want to appoint as your Proxy.

If you wish to appoint the Chair of the Meeting as your proxy, mark the box. If you wish to appoint someone other than the Chair of the Meeting as your proxy please write the full name of that individual or body corporate. If you leave this section blank, or your named proxy does not attend the meeting, the Chair of the Meeting will be your proxy. A proxy need not be a securityholder of the company. Do not write the name of the issuer company or the registered securityholder in the space.

Appointment of a Second Proxy

You are entitled to appoint up to two proxies to attend the meeting and vote. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by contacting the company's securities registry or you may copy this form.

To appoint a second proxy you must:

- (a) complete two Proxy Forms. On each Proxy Form state the percentage of your voting rights or the number of securities applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded.
(b) return both forms together in the same envelope.

STEP 2 VOTING DIRECTIONS TO YOUR PROXY

To direct your proxy how to vote, mark one of the boxes opposite each item of business. All your securities will be voted in accordance with such a direction unless you indicate only a portion of securities are to be voted on any item by inserting the percentage or number that you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on a given item, your proxy may vote as he or she chooses. If you mark more than one box on an item for all your securities your vote on that item will be invalid.

Proxy which is a Body Corporate

Where a body corporate is appointed as your proxy, the representative of that body corporate attending the meeting must have provided an "Appointment of Corporate Representative" prior to admission. An Appointment of Corporate Representative form can be obtained from the company's securities registry.

STEP 3 SIGN THE FORM

The form **must** be signed as follows:

Individual: This form is to be signed by the securityholder.

Joint Holding: where the holding is in more than one name, all the securityholders should sign.

Power of Attorney: to sign under a Power of Attorney, you must have already lodged it with the registry. Alternatively, attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: this form must be signed by a Director jointly with either another Director or a Company Secretary. Where the company has a Sole Director who is also the Sole Company Secretary, this form should be signed by that person. **Please indicate the office held by signing in the appropriate place.**

STEP 4 LODGEMENT

Proxy forms (and any Power of Attorney under which it is signed) must be received no later than 48 hours before the commencement of the meeting, therefore by **11:00am (AEST) on Saturday 22 April 2023**. Any Proxy Form received after that time will not be valid for the scheduled meeting.

Proxy forms may be lodged using the enclosed Reply Paid Envelope or:

- 🖥 **Online** <https://www.votingonline.com.au/woeegm2023>
- 📠 **By Fax** + 61 2 9290 9655
- ✉ **By Mail** Boardroom Pty Limited
GPO Box 3993,
Sydney NSW 2001 Australia
- 👤 **In Person** Boardroom Pty Limited
Level 8, 210 George Street,
Sydney NSW 2000 Australia

Attending the Meeting

If you wish to attend the meeting please bring this form with you to assist registration.



Your Address

This is your address as it appears on the company's share register. If this is incorrect, please mark the box with an "X" and make the correction in the space to the left. Securityholders sponsored by a broker should advise their broker of any changes.

Please note, you cannot change ownership of your securities using this form.

PROXY FORM

STEP 1 APPOINT A PROXY

I/We being a member/s of **Wooboard Technologies Limited** (Company) and entitled to attend and vote hereby appoint:

the **Chair of the Meeting** (mark box)

OR if you are **NOT** appointing the Chair of the Meeting as your proxy, please write the name of the person or body corporate (excluding the registered securityholder) you are appointing as your proxy below

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chair of the Meeting as my/our proxy at the Extraordinary General Meeting of the Company to be held at the **offices of Thomson Geer, Level 14, 60 Martin Place, Sydney NSW 2000 on Monday 24 April 2023 at 11:00am (AEST)** and at any adjournment of that meeting, to act on my/our behalf and to vote in accordance with the following directions or if no directions have been given, as the proxy sees fit.

The Chair of the Meeting intends to vote undirected proxies in favour of each of the items of business.

STEP 2 VOTING DIRECTIONS
* If you mark the Abstain box for a particular item, you are directing your proxy not to vote on your behalf on a show of hands or on a poll and your vote will not be counted in calculating the required majority if a poll is called.

		For	Against	Abstain*
Resolution 1	Issue of 1,000,000 Convertible Notes	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Issue of 30,000,000 Options to Clee Capital Pty Ltd	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Change of Company Name from Wooboard Technologies Limited to Thrive Tribe Technologies Limited	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

STEP 3 SIGNATURE OF SECURITYHOLDERS
This form must be signed to enable your directions to be implemented.

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director / Company Secretary

Contact Name.....

Contact Daytime Telephone.....

Date / / 2023