

ADDENDUM TO NOTICE OF 2023 ANNUAL GENERAL MEETING

Thrive Tribe Technologies Limited (ASX: 1TT) hereby gives notice that the Directors have determined to issue an addendum (Addendum) to the Company's Notice of Annual General Meeting, which was released to the ASX on 24 October 2023.

The Company announced on 15 February 2023 that Rothsay Audit & Assurance Pty Ltd (Rothsay) had been appointed as auditor of the Company. Pursuant to section 327C of the Corporations Act, the Company is required to seek shareholder approval for the appointment of Rothsay as external auditor.

The Company confirms that there is no change to the date or time of the 2023 Annual General Meeting, which will be held on Friday, 24 November 2023 at 11.00am (AEDT). Information on voting is contained In the Addendum.

– ENDS –

This ASX announcement has been authorised by Thrive Tribe Technologies Limited's Board of Directors.

For further information, please contact:

Thrive Tribe Technologies Limited

Wes Culley

Executive Director

T: +61 2 9236 7229

E: info@thrivetribetech.com

Addendum to Notice of Meeting

2023

ANNUAL GENERAL MEETING

Friday, 24 November 2023
11:00 am (AEDT)

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

Thrive Tribe Technologies Limited
ABN 64 600 717 539

Thrive Tribe Technologies Limited (**Company** or **Thrive Tribe**) gives notice that the Directors of the Company have determined to issue this addendum (**Addendum**) to the notice of meeting dated 24 October 2023 (**Notice**) in respect of the Annual General Meeting of Shareholders to be held on **Friday, 24 November 2023 at 11.00am (AEDT) at the offices of Thomson Geer, Level 14, 60 Martin Place, Sydney NSW 2000 (AGM or Meeting)**.

This Addendum should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their professional advisers prior to voting.

Capitalised terms in this Addendum have the same meaning as defined in the Notice unless otherwise stated.

ADDITION OF NEW RESOLUTION 4

By this Addendum:

- Additional Resolution 4 as detailed below is added to the Notice and will be considered at the Company's upcoming AGM; and
- A new section is added to the Explanatory Statement to the Notice in respect of the additional new Resolution 4.

IMPORTANT INSTRUCTIONS REGARDING VOTING & REPLACEMENT PROXY FORMS

Attached to this Addendum is a replacement Proxy Form (Replacement Proxy Form). If Shareholders wish to have their votes counted by proxy in respect of Resolution 4, they must use the attached Replacement Proxy Form to vote on all Resolutions.

In the event that a Shareholder provides a Replacement Proxy Form, any previous Proxy Form (in the form dispatched with the original Notice) (Previous Proxy Form) which has been completed by that Shareholder will be disregarded.

If you have already voted by completing and submitting to the Company a Previous Proxy Form and do not wish to vote on Resolution 4 or do not wish to change your proxy vote on any of the Resolutions, you do not need to take any action, as the Previous Proxy Form already submitted remains valid. Further details regarding the appointment of a proxy are provided in the Notice.

A proxy may be lodged with Boardroom Pty Limited:

- | | |
|-------------|---|
| 🖨 Online | https://www.votingonline.com.au/1Ttagm2023 |
| 📠 By Fax | + 61 2 9290 9655 |
| ✉ By Mail | GPO Box 3993, Sydney NSW 2001 Australia |
| 👤 In Person | Level 8, 210 George St, Sydney NSW 2000 Australia |

The Chairman intends to vote all undirected proxies **IN FAVOUR** of Resolution 4.

ADDITIONAL RESOLUTION

RESOLUTION 4: EXTERNAL AUDITOR APPOINTMENT

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

"That, for the purposes of section 327B of the Corporations Act and for all other purposes, approval is given for Rothsay Audit & Assurance Pty Ltd, having been nominated by a shareholder and given its consent in writing to act as auditor, to be appointed auditor of the Company and the directors be authorised to agree the remuneration of the Auditor.

By Order of the Board



Joshua Quinn
Company Secretary
27 October 2023

**EXPLANATORY STATEMENT REGARDING ADDITIONAL
RESOLUTION 4**

This Explanatory Statement in the Notice is supplemented with the following information in relation to resolution 4.

**RESOLUTION 4:
EXTERNAL AUDITOR APPOINTMENT**

The Company announced on 15 February 2023 that Rothsay Audit & Assurance Pty Ltd (Rothsay) had been appointed as auditor of the Company following ASIC's consent to the resignation of BDO Audit Pty Ltd. The change of auditor occurred in order to reduce costs associated with the external audit.

Under section 327C of the Corporations Act, an auditor who has been appointed to fill a casual vacancy holds office until the Company's next AGM. Accordingly, resolution 4 seeks shareholder approval for the appointment of Rothsay as external auditor.

Section 328B(1) of the Corporations Act requires the Company to obtain a nomination from a shareholder for Rothsay to be appointed as the Company's auditor. A copy of this nomination is attached as Annexure A.

Board Recommendation

The Board unanimously recommends that Shareholders vote in favour of this Resolution.

**Annexure A
Nomination of External Auditor**

The Directors
Thrive Tribe Technologies Limited
Level 57, MLC Centre
19-29 Martin Place
Sydney, NSW 2000

Dear Directors

I, Joshua Quinn in my capacity as Director of Universal International Holdings Pty Ltd, being a shareholder of Thrive Tribe Technologies Limited (**Company**), hereby give notice pursuant to section 328B(1) of the *Corporations Act 2001* (Cth) (**Corporations Act**) of the nomination of Rothsay Audit & Assurance Pty Ltd of Level 1/6 O'Connell Street, Sydney, NSW 2000 as auditor of the Company.

I consent to the distribution of this notice as an annexure to the Notice of Meeting in respect of the Company's 2023 Annual General Meeting.

Yours faithfully

Joshua Quinn
Director
Universal International Holdings Pty Ltd

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 (AEDT) on Wednesday, 22 November 2023.**

🖥 TO APPOINT A PROXY ONLINE

📱 BY SMARTPHONE

STEP 1: VISIT <https://www.votingonline.com.au/1TTAgm2023>

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

STEP 3: Enter your Voting Access Code (VAC):



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 (AEDT) on Wednesday, 22 November 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/1TTAgm2023>

📠 **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 Thrive Tribe 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 Annual General Meeting of the Company to be held at **Thomson Geer, Level 14, 60 Martin Place, Sydney NSW 2000 on Friday, 24 November 2023 at 11:00am (AEDT)** 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.

Chair of the Meeting authorised to exercise undirected proxies on remuneration related matters: If I/we have appointed the Chair of the Meeting as my/our proxy or the Chair of the Meeting becomes my/our proxy by default and I/we have not directed my/our proxy how to vote in respect of Resolution 1, I/we expressly authorise the Chair of the Meeting to exercise my/our proxy in respect of this Resolution even though Resolution 1 is connected with the remuneration of a member of the key management personnel for the Company.

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	Adopting the Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Re-election of Joshua Quinn as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Additional 10% Placement Capacity Approval	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4	External Auditor Appointment	<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