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## THRIVE TRIBE TECHNOLOGIES LIMITED

ACN 600 717 539

## NOTICE OF EXTRAORDINARY GENERAL MEETING

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**TIME:** 10am (AEST)

**DATE:** Tuesday 24 September 2024

**How to attend:** At the offices of Thomson Geer  
Level 14, 60 Martin Place, Sydney NSW 2000

***This Notice of Meeting should be read in its entirety. Shareholders in doubt as to how they should vote should seek advice from their professional advisers prior to voting.***

***Should you wish to discuss the matters in this Notice of Meeting please do not hesitate to contact the company secretary on [sally.mcdow@boardroomlimited.com.au](mailto:sally.mcdow@boardroomlimited.com.au)***

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## IMPORTANT INFORMATION

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### TIME AND PLACE OF MEETING

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Notice is hereby given that the Extraordinary General Meeting of Shareholders of Thrive Tribe Technologies Limited ACN 600 717 539 (**Company** or **Thrive**) will be held at 10am (AEST) on 24 September 2024.

Pursuant to our Constitution, the Board has made the decision that the Meeting will be held at the offices of **Thomson Geer, Level 14, 60 Martin Place, Sydney NSW 2000**.

The Explanatory Statement that accompanies and forms part of this Notice of Meeting sets out the background information on the Resolutions to be considered.

This Notice of Meeting, Explanatory Statement and Proxy Form should be read in their entirety.

### YOUR VOTE IS IMPORTANT

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The business of the Meeting affects your shareholding and your vote is important.

### VOTING ELIGIBILITY

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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 as at 10.00 am (AEST) on Sunday, 22 September 2024.

### POLL VOTING

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Each resolution considered at the Meeting will be conducted by a poll as required by section 250J of the Corporations Act.

### VOTING BY PROXY

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The Proxy Form has been enclosed with this Notice.

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**For your vote to be effective it must be recorded before 10.00 am (AEST) on Sunday, 22 September 2024.**

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 10am (AEST) on 22 September 2024.

A proxy may be lodged with Boardroom Pty Limited:

 Online     <https://www.votingonline.com.au/1Ttegm2024>

 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**

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

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## **CORPORATE REPRESENTATIVE**

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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.

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## BUSINESS OF THE MEETING

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### 1. RESOLUTION 1: RATIFICATION OF 94,000,000 SHARES ISSUED TO SOPHISTICATED INVESTORS UNDER PLACEMENT

To consider and, if thought fit, to pass, with or without amendment, the following Resolution as an **ordinary resolution**:

*"That, for the purposes of Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 94,000,000 Shares under a placement to Sophisticated and Professional Investors on the terms and conditions set out in the Explanatory Statement."*

**Voting Exclusion:** The Company will disregard any votes cast in favour of this Resolution 1 by or on behalf of a person who participated in the issue being approved, or any Associates of that person.

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

- (a) a person as proxy or attorney for a person who is entitled to vote on this Resolution, in accordance with directions given to the proxy or attorney to vote on this Resolution in that way; or
- (b) the Chair as proxy or attorney for a person who is entitled to vote on this Resolution, in accordance with a direction given to the Chair to vote on this 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 this Resolution; and
  - (ii) the holder votes on this Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

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### 2. RESOLUTION 2: ISSUE OF 10,000,000 OPTIONS TO CLEE CAPITAL PTY LTD

To consider and, if thought fit, to pass, with or without amendment, the following Resolution as an **ordinary resolution**:

*"That, for the purposes of Listing Rule 7.1 and for all other purposes, Shareholders approve the issue of 10,000,000 Options to Clee Capital Pty Ltd (or its nominees) on the terms and conditions set out in the Explanatory Statement."*

**Voting exclusion:** The Company will disregard any votes cast in favour of this Resolution 2 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 Shareholder) (namely Clee Capital Pty Ltd), or any Associates of that person.

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

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- (a) a person as proxy or attorney for a person who is entitled to vote on this Resolution, in accordance with directions given to the proxy or attorney to vote on this Resolution in that way; or
- (b) the Chair as proxy or attorney for a person who is entitled to vote on this Resolution, in accordance with a direction given to the Chair to vote on this 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 this Resolution; and
  - (ii) the holder votes on this Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

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**3. RESOLUTION 3: APPROVAL OF PROPOSED ISSUE OF 125,000,000 SHARES TO SOPHISTICATED INVESTORS UNDER PLACEMENT**

To consider and, if thought fit, to pass, with or without amendment, the following Resolution as an **ordinary resolution**:

*“That, for the purposes of Listing Rule 7.1 and for all other purposes, Shareholders approve the issue of up to 125,000,000 Shares pursuant to a placement to Sophisticated and Professional Investors on the terms and conditions set out in the Explanatory Statement.”*

**Voting Exclusion:** The Company will disregard any votes cast in favour of this Resolution 3 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 Shareholder), or any Associates of that person.

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

- (a) a person as proxy or attorney for a person who is entitled to vote on this Resolution, in accordance with directions given to the proxy or attorney to vote on this Resolution in that way; or
  - (b) the Chair as proxy or attorney for a person who is entitled to vote on this Resolution, in accordance with a direction given to the Chair to vote on this 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
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Associate of a person excluded from voting, on this Resolution;  
and

- (ii) the holder votes on this Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

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**4. RESOLUTION 4: ISSUE OF 12,500,000 OPTIONS TO CLEE CAPITAL PTY LTD**

To consider and, if thought fit, to pass, with or without amendment, the following Resolution as an **ordinary resolution**:

*"That, for the purposes of Listing Rule 7.1 and for all other purposes, Shareholders approve the issue of 12,500,000 Options to Clee Capital Pty Ltd (or its nominees) on the terms and conditions set out in the Explanatory Statement."*

**Voting exclusion:** The Company will disregard any votes cast in favour of this Resolution 4 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 Shareholder) (namely Clee Capital Pty Ltd), or any Associates of that person.

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

- (a) a person as proxy or attorney for a person who is entitled to vote on this Resolution, in accordance with directions given to the proxy or attorney to vote on this Resolution in that way; or
- (b) the Chair as proxy or attorney for a person who is entitled to vote on this Resolution, in accordance with a direction given to the Chair to vote on this 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 this Resolution; and
  - (ii) the holder votes on this Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

**BY ORDER OF THE BOARD**



**JOSHUA QUINN**

Company Secretary Dated: 23 2024

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## EXPLANATORY STATEMENT

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This Explanatory Statement has been prepared to provide information which the Directors believe to be material to Shareholders deciding whether or not to pass the Resolutions which are the subject of the business of the Meeting.

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### 1. RESOLUTION 1: RATIFICATION OF 94,000,000 SHARES ISSUED TO SOPHISTICATED INVESTORS UNDER PLACEMENT

#### 1.1 Placement

As announced on 20 June 2024, the Company raised \$329,000 from Sophisticated and Professional Investors through the issue of 94,000,000 new Shares (**Placement Shares**) at an issue price of \$0.0035 per share (**Placement**). The Company has used these funds for working capital.

Under the Placement, the Company issued 56,400,000 shares under its 15% Placement Capacity and 37,600,000 Shares under its 10% Placement Capacity. The Placement Shares were issued on 24 June 2024.

#### 1.2 Approval for the purposes of Listing Rule 7.4 is sought

Broadly speaking, and subject to a number of exceptions set out in Listing Rule 7.2, 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 that period (**15% Placement Capacity**).

Under Listing Rule 7.1A an eligible entity can seek approval from its shareholders, by way of a special resolution passed at its annual general meeting, to in effect (with certain conditions), increase its 15% Placement Capacity by an additional 10% (**10% Placement Capacity**). At its 2023 annual general meeting, Shareholders granted the Company an additional 10% Placement Capacity.

The issue of the Placement Shares does not fit within any of the exceptions to Listing Rule 7.1 and was issued under the Company's 15% Placement Capacity and 10% Placement Capacity, reducing the Company's capacity to issue further Equity Securities without Shareholder approval under Listing Rule 7.1 for the 12-month period following the issue date.

Listing Rule 7.4 allows the shareholders of a listed company to approve an issue of Equity Securities after it has been made or agreed to be made. If they do, the issue is taken to have been approved under Listing Rule 7.1 and so does not reduce the Company's 15% Placement Capacity or 10% Placement Capacity.

The Company wishes to retain as much flexibility as possible to issue additional Equity Securities in the future without having to obtain Shareholder approval under Listing Rule 7.1. Accordingly, Shareholder approval is sought to approve the issue of the Placement Shares under and for the purposes of Listing Rule 7.4.

If Resolution 1 is passed, the security issues will be excluded in calculating the Company's 15% Placement Capacity and 10% Placement Capacity, effectively increasing the number of Equity Securities it can issue without Shareholder approval over the 12-month period following the issue date.

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If Resolution 1 is not passed, the security issues will be included in calculating the Company's 15% Placement Capacity and 10% Placement Capacity, effectively decreasing the number of Equity Securities it can issue without Shareholder approval over the 12-month period following the issue date.

### 1.3 Specific information required by Listing Rule 7.5

Pursuant to Listing Rule 7.5, the following information is provided:

<b>Person(s) to whom the Securities were issued</b>	Sophisticated and Professional Investors identified by Clee Capital Pty Ltd (the lead manager)
<b>Number and class of Securities</b>	94,000,000 Shares
<b>Issue date of Securities</b>	24 June 2024
<b>Issue price of Securities</b>	\$0.0035 per Share
<b>Purpose of issue and use of funds</b>	The use of funds is for working capital
<b>Terms of securities</b>	The Placement Shares rank equally with, and have the same rights and entitlements as, the existing Shares on issue

A voting exclusion statement is included in the Notice for Resolution 1.

### 1.4 Board recommendation

The Board recommends that Shareholders vote in favour of Resolution 1.

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## 2. RESOLUTIONS 2 AND 4: ISSUE OF OPTIONS TO CLEE CAPITAL PTY LTD

### 2.1 Background

Clee Capital Pty Ltd (**Clee**) pursuant to its existing mandate served as lead manager for the Placement and Proposed Placement. As part of the consideration for these services, the Company agreed to issue a total of 22,500,000 Options (**Clee Options**) subject to Shareholder approval comprising:

- (a) 10,000,000 Options, exercisable at \$0.006 per Option to Clee; and
- (b) 12,500,000 Options, exercisable at \$0.005 per Option to Clee.

### 2.2 Approval for the purposes of Listing Rule 7.1 is sought

Please refer to section 1.2 for an explanation on the operation of Listing Rule 7.1.

The issue of Clee Options does not fit within any of the exceptions to Listing Rule 7.1 and as it has not yet been approved by the Company's Shareholders, it may use up the 15% Placement Capacity, reducing the Company's capacity to issue further Equity Securities without Shareholder approval under Listing Rule 7.1 for the 12-month period following the issue date.

Resolutions 2 and 4 each seek the required Shareholder approval for the issue of Clee Options under and for the purposes of Listing Rule 7.1.

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If Resolutions 2 and 4 are passed, the issue of Clee Options will be excluded from the calculation of the number of Equity Securities that the Company can issue without Shareholder approval under the 15% Placement Capacity.

In the event Resolutions 2 and 4 are not passed, the Company will issue the Clee Options under its 15% Placement Capacity provided the Company has sufficient issue capacity available. To the extent the Company does not have sufficient issue capacity, the Company will be obliged to remunerate Clee for its lead manager services in cash, from its cash reserves by paying Clee an amount of up to \$10,000.

### 2.3 Specific information required by Listing Rule 7.3

Pursuant to Listing Rule 7.3, the following information is provided:

<b>Person(s) to whom the Securities were issued</b>	Clee Capital Pty Ltd
<b>Number and class of Securities</b>	22,500,000 Options
<b>Issue date of Securities</b>	The Clee Options will be issued no later than 3 months after the date of the Meeting
<b>Issue price of Securities</b>	The Clee Options will be issued for nil cash consideration and form part of the payment for Clee's services for the Placement and Proposed Placement. The value attributed to the Clee Options was determined on arm's length commercial terms by the Directors. The funds received if the Clee Options are exercised will be used towards working capital
<b>Purpose of issue and use of funds</b>	The purpose of the issue of Clee Options is to satisfy in part, the Company's fee payment obligations to Clee for the Placement and Proposed Placement
<b>Terms of Securities</b>	The material terms and conditions of the Clee Options are set out in Schedule 1. 10,000,000 Clee Options will each have an exercise price of \$0.006 and 12,500,000 will each have an exercise price of \$0.005
<b>Summary of material terms of agreement</b>	The Clee Options will be issued pursuant to the terms of the agreement with Clee as lead manager for the Placement and Proposed Placement. The key terms are summarised below. (a) Clee served as lead manager for the Placement and Proposed Placement and was paid a cash fee of 6% plus GST on the Placement and Proposed Placement (respectively). (b) In addition, Clee was to be granted 22,500,000 Options, subject to Shareholder approval

A voting exclusion statement is included in the Notice for Resolutions 2 and 4.

## 2.4 Board recommendation

The Board recommends that Shareholders vote in favour of Resolutions 2 and 4.

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## 3. RESOLUTION 3: APPROVAL OF PROPOSED ISSUE OF 125,000,000 SHARES TO SOPHISTICATED INVESTORS UNDER PLACEMENT

### 3.1 Placement

On 25 July 2024, the Company announced it had received firm funding commitments to raise \$250,000 through a placement of 125,000,000 new Shares (**Proposed New Shares**) to Sophisticated and Professional Investors at an issue price of \$0.002 per share (**Proposed Placement**). The Company intends on using the funds received under the Proposed Placement for working capital.

### 3.2 Approval for the purposes of Listing Rule 7.1 is sought

For a description of the operation of Listing Rule 7.1 please refer to section 1.2.

Resolution 3 seeks Shareholder approval to issue the Proposed New Shares under and for the purposes of Listing Rule 7.1.

If Resolution 3 is passed, the Company will be able to proceed with the issue of the Proposed New Shares. Additionally, the issuance will be excluded from the Company's 15% Placement Capacity.

If Resolution 3 is not passed, the Company will not be able to issue the Proposed New Shares and will not be able to raise the relevant funds.

### 3.3 Specific information required by Listing Rule 7.3

Pursuant to Listing Rule 7.3, the following information is provided:

<b>Person(s) to whom the Securities were issued</b>	Sophisticated and Professional Investors identified by Cleo Capital Pty Ltd (the lead manager)
<b>Number and class of Securities</b>	125,000,000 new Shares
<b>Issue date of Securities</b>	The Proposed New Shares will be issued no later than 3 months after the date of the Meeting
<b>Issue price of Securities</b>	\$0.002 per Share
<b>Purpose of issue and use of funds</b>	The use of funds is for working capital
<b>Terms of Securities</b>	The Proposed new Shares rank equally with, and have the same rights and entitlements as, the existing Shares on issue

A voting exclusion statement is included in the Notice for Resolution 3.

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### **3.4 Board recommendation**

The Board recommends that Shareholders vote in favour of Resolution 3.

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## GLOSSARY

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**10% Placement Capacity** has the meaning given in section 1.2 of the Explanatory Statement.

**15% Placement Capacity** has the meaning given in section 1.2 of the Explanatory Statement.

**AEST** means Australian Eastern Standard Time as observed in Sydney, New South Wales.

**Associate** has the meaning given to that term in sections 10 to 17 of the Corporations Act.

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

**Board** means the current board of Directors of the Company.

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

**Clee** means Clee Capital Pty Ltd ACN 637 619 937.

**Clee Options** has the meaning given in section 2.1 of the Explanatory Statement.

**Company or Thrive** means Thrive Tribe Technologies Limited ACN 600 717 539.

**Constitution** means the Company's constitution.

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

**Equity Securities** includes a Share, a right to a Share or Option, an Option, a convertible security and any security that ASX decides to classify as an Equity Security.

**Explanatory Statement** means the explanatory statement accompanying the Notice.

**Extraordinary General Meeting, General Meeting or Meeting** means the meeting convened by the Notice.

**Listing Rules** means the Listing Rules of the ASX.

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

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

**Placement** has the meaning given in section 1.1 of the Explanatory Statement.

**Placement Shares** has the meaning given in section 1.1 of the Explanatory Statement.

**Proposed New Shares** has the meaning given in section 3.1 of the Explanatory Statement.

**Proposed Placement** has the meaning given in section 3.1 of the Explanatory Statement.

**Proxy Form** means the proxy form accompanying the Notice.

**Resolution** means a resolution set out in the Notice.

**Section** means a section of the Explanatory Statement.

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

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

**Shareholder** means a holder of a Share.

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**Sophisticated and Professional Investors** means investors within the definition in sections 708(8) and 708(11) of the Corporations Act.

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## SCHEDULE 1

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(a) *Exercise Price*

- (i) For the 10,000,000 Options issued under the Placement, the exercise price per Option is \$0.006.
- (ii) For the 12,500,000 Options issued under the Proposed Placement, the exercise price per Option is \$0.005.

(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 3 years after the date of issue of the Options (**Expiry Date**). Subject to clause [g], Options may be exercised at any time prior to the Expiry Date and Options not 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 Shareholder.

(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 Shares 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.
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- (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.

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## 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](http://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 10:00am (AEST) on Sunday, 22 September 2024.**

### 🖥 TO APPOINT A PROXY ONLINE

**STEP 1:** VISIT <https://www.votingonline.com.au/1TTegm2024>

**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 **10:00am (AEST) on Sunday, 22 September 2024.** 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/1TTegm2024>

📠 **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 Extraordinary General Meeting of the Company to be held at the offices of **Thomson Geer, Level 14, 60 Martin Place, Sydney NSW 2000 on Tuesday, 24 September 2024 at 10:00am (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	Ratification of 94,000,000 shares issued to sophisticated investors under Placement	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Issue of 10,000,000 Options to Clee Capital Pty Ltd	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Approval of Proposed Issue of 125,000,000 shares to sophisticated investors under Placement	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4	Issue of 12,500,000 Options to Clee Capital Pty Ltd	<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 / / 2024