

Notice of Meeting

2024

ANNUAL GENERAL MEETING

Friday, 22 November 2024
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 an Annual General Meeting (**AGM** or **Meeting**) of Shareholders will be held on:

Friday, 22 November 2024 at 11.00am (AEDT) 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 Wednesday, 20 November 2024 (AEDT).

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 11:00 am AEDT on Wednesday, 20 November 2024.

A Shareholder entitled to vote at an AGM 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 11.00 am (AEDT) on Wednesday, 20 November 2024

A proxy may be lodged with Boardroom Pty Limited:

📧 Online	https://www.votingonline.com.au/1TTagm2024
☎ 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

UNDIRECTED PROXIES

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 24 hours before the Meeting. Alternatively, this document can be lodged at the registration desk on the day of the Meeting.

BUSINESS OF THE MEETING

FINANCIAL STATEMENTS AND REPORTS

To receive and consider the Financial Statements, the Directors' Report, and the Independent Auditor's Report of Thrive Tribe Technologies Limited contained within the Thrive Tribe Annual Report for the 12-month period to 30 June 2024.

RESOLUTION 1: ADOPTING THE REMUNERATION REPORT

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

"That the Company adopt the Remuneration Report as set out in the Directors' Report of Thrive Tribe Technologies Limited for the year ended 30 June 2024 in accordance with Section 250R(2) of the Corporations Act 2001."

RESOLUTION 2: RE-ELECTION OF WESLEY CULLEY AS A DIRECTOR

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

*"That, for the purposes of clause 40.2 of the Constitution and ASX Listing Rule 14.4 and for all other purposes, **Wesley Culley**, a Director who was last elected on 25 November 2021, retires, and being eligible, be re-elected as a Director of the Company."*

RESOLUTION 3: ADDITIONAL 10% PLACEMENT CAPACITY APPROVAL

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

"That, for the purposes of ASX Listing Rule 7.1A and for all other purposes, approval is given for the Company to issue up to that number of Equity Securities equal to 10% of the issued capital of the Company at the time of issue, calculated in accordance with the formula prescribed in ASX Listing Rule 7.1A.2 and otherwise on the terms and conditions set out in the Explanatory Statement."

RESOLUTION 4: APPROVAL TO ISSUE SECURITIES UNDER PLACEMENT

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

"That, for the purposes of ASX Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue that number of Shares equal to \$1,000,000 divided by the Issue Price to the Placement Participants, on the terms and conditions set out in the Explanatory Statement."

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, Thrive Tribe 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: REMUNERATION REPORT

A vote on this Resolution must not be cast (in any capacity) by or on behalf of the following persons:

- (a). A member of the Key Management Personnel, details of whose remuneration are included in the Remuneration Report; or
- (b). A Closely Related Party of such a member.

However, a person described above (the voter) may cast a vote on this Resolution as a proxy if the vote is not cast on behalf of a person described above and either the voter:

- (a). is appointed as a proxy by writing that specifies the way the proxy is to vote on this Resolution; or
- (b). is the Chair and the appointment of the Chair as proxy:
 - (i) Does not specify the way the proxy is to vote on this Resolution; and
 - (ii) Expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with the remuneration of a member of Key Management Personnel.

RESOLUTION 3: ADDITIONAL 10% PLACEMENT CAPACITY APPROVAL

The Company will disregard any votes cast in favour of the Resolution by or on behalf of any 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 entity); or any associates of that person.

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.

Under ASX Listing Rule 14.11.1 and the notes under that rule about ASX Listing Rule 7.1A, as at the date of this Notice of Meeting it is not known who may participate in the proposed

issue (if any). On that basis, no Shareholders are currently excluded from voting.

RESOLUTION 4:
APPROVAL TO ISSUE SECURITIES UNDER PLACEMENT

The Company will disregard any votes cast in favour of the Resolution by or on behalf of any 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 any associates of that person.

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.

By Order of the Board

Joshua Quinn
Company Secretary
22 October 2024

EXPLANATORY STATEMENT

This Explanatory Statement accompanies the notice of an Annual General Meeting of the Company to be held on Friday, 22 November 2024 at 11.00am (AEDT) 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.

FINANCIAL STATEMENTS AND REPORTS

This item allows Shareholders the opportunity to receive and consider the Financial Statements of the Company and the Reports of the Directors and Auditor for the financial year ended 30 June 2024. Under Section 317 of the Corporations Act, the Company is required to lay these three reports that together comprise the Company's Annual Report before its Shareholders at its Annual General Meeting.

There is no requirement either in the Corporations Act or in the Company's Constitution for members to approve the Financial Report, the Directors' Report or the Auditor's Report.

Shareholders will have a reasonable opportunity at the AGM to ask questions and make comments on these reports and on the business and operations of the Company. Shareholders will also be given a reasonable opportunity to ask the auditor questions about the Auditor's Report and the conduct of the audit of the Financial Report.

RESOLUTION 1: ADOPTING THE REMUNERATION REPORT (ADVISORY VOTE)

General

Resolution 1 provides Shareholders the opportunity to vote on the Company's Remuneration Report. Under Section 250R(2) of the Corporations Act, the Company must put the adoption of its Remuneration Report to the vote at the Meeting.

The Remuneration Report is contained in the Directors' Report (within the Company's Annual Report).

The vote is advisory only and does not bind the Directors or the Company.

Voting Consequences

The Board will consider the outcome of the vote and comments made by Shareholders on the Remuneration Report at this Meeting when reviewing Thrive Tribe's remuneration policies.

Under the Corporations Act, if more than 25% of the votes are cast against the Remuneration Report at the Meeting, this constitutes a "first strike". If 25% or more of the votes that are cast are voted against the adoption of the Remuneration Report next year, this will constitute a "second strike".

If a "second strike occurs", this will cause the Company to put to Shareholders a Resolution proposing the calling of another meeting of Shareholders to consider the continued appointment of directors (**Spill Resolution**).

If more than 50% of votes cast are in favour of the Spill Resolution, the Company must convene a Shareholder meeting within 90 days

of the Spill Resolution to consider the continued engagement of Directors.

Previous Voting Result

At the 2023 annual general meeting, less than 25% of votes were cast against the remuneration report. Accordingly, the Spill Resolution is not relevant for this Meeting.

Board's approach to Executive Remuneration

The Board is conscious of its responsibilities to Shareholders in regard to executive remuneration. The objective of the Company's executive reward framework is to ensure reward for performance is competitive and appropriate for the results delivered. The framework aligns executive reward with the achievement of strategic objectives and the creation of value for Shareholders, and it is considered to conform to the market best practice for the delivery of reward. The Board ensures the executive reward satisfies the following key criteria for good reward governance practices:

- competitiveness and reasonableness;
- acceptability to Shareholders;
- performance linkage/ alignment of executive compensation; and
- transparency.

The Board is responsible for determining and reviewing remuneration arrangements for its Directors and executives. The performance of the Company depends on the quality of its Directors and executives. The remuneration philosophy is to attract, motivate and retain high performance and high-quality personnel.

Board Recommendation

As the Resolution relates to matters including the remuneration of the Directors, the Board, as a matter of corporate governance and in accordance with the spirit of section 250R(4) Corporations Act 2001 (Cth), makes no recommendation to Shareholders in relation to this Resolution.

RESOLUTION 2: RE-ELECTION OF WESLEY CULLEY AS A DIRECTOR

General

Pursuant to the Constitution and ASX Listing Rule 14.4, a director must not hold office (without re-election) past the third annual general meeting following the director's appointment or three years, whichever is longer.

Having last been elected at the annual general meeting held on 25 November 2021, Wesley Culley will retire in accordance with the Constitution and ASX Listing Rule 14.4 and being eligible, seeks re-election from Shareholders.

Qualifications and Experience

Wesley has a passion for helping motivated CEO's and Founders of technology and growth companies. Wesley holds a marketing Diploma and studied at both Holmesglen and RMIT. His experience includes working in the start-up space selling SaaS services, digital solutions and physical products to Australian/International small and medium enterprises ('SMEs') and corporates for the past 20 years. His passion is growing sales and investing in companies with blue sky. He has participated in over 50 plus capital raises and has

a network of brokers, funds, venture capitalists and wholesale investor groups.

Independence

If re-elected, Wesley will be regarded as an Independent Director.

Board Recommendation

The Board, with Mr Wesley Culley abstaining, unanimously recommends that Shareholders vote in favour of this Resolution.

RESOLUTION 3:

ADDITIONAL 10% PLACEMENT CAPACITY APPROVAL

General

ASX Listing Rule 7.1A provides that an Eligible Entity may seek Shareholder approval by special resolution passed at an annual general meeting to have the capacity to issue up to that number of Equity Securities equal to 10% of its issued capital (**10% Placement Capacity**) without using the entity's existing 15% annual placement capacity granted under ASX Listing Rule 7.1.

Subject to Shareholder approval of Resolution 3, the number of Equity Securities that the Company will be able to issue under ASX Listing Rule 7.1A is calculated in accordance with the following formula:

$$(A \times D) - E$$

A = has the same meaning as in ASX Listing Rule 7.1

D = 10%

E = the number of Equity Securities issued or agreed to be issued under ASX Listing Rule 7.1A.2 in the relevant period where the issue or agreement has not been subsequently approved by the holders of its ordinary securities under ASX Listing Rule 7.4.

An Eligible Entity is one that, as at the date of the relevant annual general meeting:

- Is not included in the S&P/ ASX 300 Index; and
- Has a maximum market capitalisation (excluding restricted securities and securities quoted on a deferred settlement basis) of equal to or less than \$300 million.

As at the date of this Notice, the Company is an eligible entity.

Any Equity Securities issued under the 10% Placement Capacity must be in the same class as an existing class of quoted Equity Securities.

As at the date of this Notice, the Company currently has only one (1) class of quoted Equity Securities on issue, being the Shares.

If Shareholders approve Resolution 3, the number of Equity Securities the Company may issue under the 10% Placement Capacity will be determined in accordance with the formula prescribed in ASX Listing Rule 7.1A.2.

If Resolution 3 is not passed, the Company will not have access to the issue capacity offered under ASX Listing Rule 7.1A.

Information required by ASX Listing Rule 7.3A

In accordance with ASX Listing Rule 7.3A, the information below is provided in relation to Resolution 3:

(a). Minimum Price

The minimum price at which the Equity Securities may be issued is not less than 75% of the volume weighted average price of Equity Securities in that class calculated over the 15 ASX trading days on which trades in that class were recorded immediately before:

- the date on which the price at which the Equity Securities are to be issued is agreed; or
- if the Equity Securities are not issued within 10 ASX trading days of paragraph (1) above, the date on which the Equity Securities are issued.

(b). Date of Issue

The Equity Securities may be issued under the 10% Placement Capacity commencing on the date approval is obtained at the Meeting and expiring on the first to occur of the following:

- 12 months after the date of this Meeting;
- The time and date of the Company's next annual general meeting; and
- The time and date of approval by Shareholders of any transaction under ASX Listing Rule 11.1.2 (a significant change to the nature or scale of the Company's activities) or ASX Listing Rule 11.2 (disposal of the Company's main undertaking) after which date, an approval under ASX Listing Rule 7.1A ceases to be valid.

(10% Placement Capacity Period).

(c). Risk of Voting Dilution

Any issue of Equity Securities under the 10% Placement Capacity will dilute the interests of Shareholders who do not receive any Equity Securities under the issue.

If Resolution 3 is approved by Shareholders and the Company issues the maximum number of Equity Securities available under the 10% Placement Capacity, the economic and voting dilution of existing Equity Securities (Shares) would be as shown in the table below.

The table shows the dilution of existing Shareholders calculated in accordance with the formula outlined in ASX Listing Rule 7.1A.2, on the basis of the market price and the number of Shares on issue as at 4 October 2024.

The table also shows the voting dilution impact where the number of Shares on issue (Variable A in the formula) changes and the economic dilution where there are changes in the issue price of Shares issued under the 10% Placement Capacity.

Number of Shares on issue (Variable A in ASX Listing Rule 7.1A.2)*		Dilution			
		Shares issued – 10% voting dilution	Issue Price		
			0.001	0.002	0.004
			50% Decrease	Issue Price	100% Increase
		Funds Raised			
Current	611,621,519	61,162,152	\$61,162	\$122,324	\$244,649
50% Increase	917,432,279	91,743,228	\$91,743	\$183,486	\$366,973

100% Increase	1,223,243,038	122,324,304	\$122,324	\$244,649	\$489,297
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*the number of Shares on issue (Variable A in the formula) could increase as a result of the issue of Shares that do not require Shareholder approval (such as a pro-rata issue) or that are issued with Shareholder approval under ASX Listing Rule 7.1.

The table above is based on the following assumptions:

- 1) There are currently 611,621,519 Shares on issue;
- 2) The issue price set out above is the closing price of the Shares on the ASX on 4 October 2024;
- 3) the Company issues the maximum possible number of Equity Securities under the 10% Placement Capacity;
- 4) The issue of Equity Securities under the 10% Placement Capacity consists only of Shares;
- 5) no options, previously issued by the Company, are exercised into Shares before the date of issue of the Equity Securities;
- 6) This table does not set out any dilution pursuant to approvals under ASX Listing Rule 7.1 unless otherwise disclosed;
- 7) Funds Raised in the table have been rounded to the nearest full dollar;
- 8) The 10% voting dilution reflects the aggregate percentage dilution against the issued share capital at the time of issue. This is why the voting dilution is shown in each example as 10%; and
- 9) The table does not show an example of dilution that may be caused to a particular Shareholder by reason of placement under the 10% Placement Capacity, based on that Shareholder's holding at the date of the Meeting.

Shareholders should note that there is a risk that:

- 10) The market price for the Company's Equity Securities may be significantly lower on the issue date than on the date of approval at the Meeting; and
- 11) The Equity Securities may be issued at a price that is at a discount to the market price for those Equity Securities on the date of issue,

which may have an effect on the amount of funds raised by the issue of Equity Securities.

(d). Purpose of issue under 10% Placement Capacity

Funds raised from the issue of Equity Securities under the 10% Placement Capacity may be used for ongoing development costs, working capital, business generation and marketing activities of the Company.

(e). Compliance with ASX Listing Rule 7.1A.4

When the Company issues Equity Securities pursuant to the 10% Placement Capacity, the Company must:

- 1) State in its announcement of the proposed issue of Equity Securities under ASX Listing Rule 3.10.3 or in its application for quotation of the Equity Securities under

ASX Listing Rule 2.7 that the Equity Securities are being issued under ASX Listing Rule 7.1A; and

- 2) Give to ASX immediately after the issue a list of names of the persons to whom the Company issued the Equity Securities (not for release to the market).

(f). Allocation Policy under the 10% Placement Capacity

The recipients of the Equity Securities to be issued under the 10% Placement Capacity have not yet been determined. However, the recipients of Equity Securities could consist of current Shareholders or new investors (or both), none of whom will be related parties of the Company.

The Company will determine the recipients at the time of the issue under the 10% Placement Capacity, having regard to the following factors:

- 1) The purpose of the issue;
- 2) Alternative methods for raising funds available to the Company at that time, including, but not limited to, an entitlement issue or other offer where existing Shareholders may participate;
- 3) The effect of the issue of Equity Securities on the control of the Company.
- 4) The circumstances of the Company, including but not limited to, the financial position and solvency of the Company; and
- 5) Advice from corporate, financial and broking advisors (if applicable).

(g). Previous approval under ASX Listing Rule 7.1A

The Company previously obtained approval from its Shareholders pursuant to ASX Listing Rule 7.1A at its annual general meeting held on 24 November 2023 (**Previous Approval**).

The Company has issued 37,600,000 Shares, pursuant to the Previous Approval, over the 12 months preceding the date of the Meeting (representing 1.26% of the total number of equity securities on issue at the commencement of the 12-month period). The funds raised were used for working capital.

Further details of the issue of Equity Securities under ASX Listing Rule 7.1A.2 by the Company during the 12-month period preceding the date of the Meeting are set out in Schedule 1.

(h). Voting Exclusion

As at the date of this Notice, the Company has not invited any existing Shareholders to participate in an issue of Equity Securities under ASX Listing Rule 7.1A. Therefore, no existing Shareholders will be excluded from voting on Resolution 3.

Board Recommendation

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

RESOLUTION 4:

APPROVAL TO ISSUE SECURITIES UNDER PLACEMENT

General

The Company wishes to offer to new and existing professional, sophisticated and institutional investors (**Placement Participants**) a placement of Shares at the Issue Price, to raise \$1,000,000 (before costs) (**Placement**).

Resolution 4 seeks Shareholder approval under ASX Listing Rule 7.1 (and all other purposes) to permit the issue of that number of Shares equal to \$1,000,000 divided by the Issue Price, to the Placement Participants.

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 that period.

The proposed issue does not fall within any of the exceptions set out in ASX Listing Rule 7.2 and the Company has decided not to utilise any of its remaining capacity to issue securities without Shareholder approval. The Company is therefore seeking the approval of Shareholders under ASX Listing Rule 7.1.

Lead Manager

Clee Capital Pty Ltd (ACN 637 619 937) (**Clee**) will act as the lead manager, broker and sole book runner to the Placement pursuant to its existing mandate (**Lead Manager Mandate**).

In consideration for the provision of these services, the Company has agreed to pay Clee a management fee equal to 2% of the amount raised under the Placement (plus GST) and a capital raising fee equal to 4 % of the amount raised under the Placement (plus GST).

The Lead Manager Mandate otherwise contains terms and conditions considered standard for an agreement of its kind.

Use of Funds

The Company intends to apply the funds raised under the Placement towards general working capital purposes and to fund the costs of the Placement.

Information required by ASX Listing Rule 14.1A

If Resolution 4 is passed, the Company will be able to proceed with the issue as described above. In addition, the issue will be excluded from the Company's 15% placement capacity calculation under ASX Listing Rules 7.1.

If Resolution 4 is not passed, the Company will not be able to proceed with the issue in the manner described above. In such

circumstances, the Company would need to assess other avenues to raise the required capital.

Information required by ASX Listing Rule 7.3

Required Information	Details
Names of persons to whom Securities will be issued or the basis on which those persons were or will be identified/selected	The Placement Participants will comprise of professional, sophisticated and institutional investors who will be identified through a bookbuild process, which will involve seeking expressions of interest to participate in the capital raising from non-related parties of the Company. No related parties will participate in the Placement.
Number of Securities and class to be issued	The number of Shares to be issued will be equal to \$1,000,000 divided by the Issue Price.
Terms of Securities	The Shares will be issued on the same terms and conditions as the Company's existing Shares.
Date(s) on or by which the Securities will be issued	The Company expects to issue the Shares within 3 months after the date of this Meeting.
Price or other consideration the Company will receive for the Securities	The Shares will be issued at an issue price equal to a 20% discount to the 5-day VWAP as at the date of issue.
Purpose of the issue, including the intended use of any funds raised by the issue	The Company intends to apply the funds raised under the Placement towards general working capital and for the costs of the Placement, as set out above.
Voting exclusion statement	A voting exclusion statement applies to this Resolution.

Dilution

Set out below is a worked example of the number of Shares that may be issued under this Resolution based on assumed issue prices

of \$0.002, \$0.001 and \$0.0005 per Share, on the basis that \$1,000,000 is raised pursuant to the Placement:

Assumed Issue Price	Maximum number of Shares which may be issued ¹	Current Shares on issue as at the date of this Notice ²	Dilution effect on existing Shareholders as at the date of this Notice
\$0.002	500,000,000	611,621,519	45%
\$0.001	1,000,000,000	611,621,519	62%
\$0.0005	2,000,000,000	611,621,519	76.6%

Notes:

1. Rounded to the nearest whole number.
2. There are currently 611,621,519 Shares on issue as at the date of this Notice and this table assumes no additional Shares are issued, other than the maximum number of Shares which may be issued pursuant to this Resolution.
3. The Company notes that the above workings are an example only and the actual issue price may differ. This will result in the maximum number of Shares to be issued and the dilution percentage to also differ.

As the Issue Price under Resolution 4 may be calculated by reference to the market price of the Company's Shares at a future time, the issue could be highly dilutive to existing Shareholders if the market price of the Shares falls substantially between the date of the approval and the date of issue.

Board Recommendation

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

GLOSSARY

\$ means an Australian dollar.

AEDT means Australian Eastern Daylight Time as observed in NSW.

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

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

ASX Listing Rules means the Listing Rules of ASX.

Board means the current board of Directors of the Company.

Business Day means Monday to Friday inclusive, except New Year's Day, Good Friday, Easter Monday, Christmas Day, Boxing Day, and any other day that ASX declares is not a business day.

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

Closely Related Party of a member of the Key Management Personnel means:

- (i) a spouse or child of the member;
- (ii) a child of the member's spouse;
- (iii) a dependent of the member or the member's spouse;
- (iv) anyone else who is one of the member's family and may be expected to influence the member, or be influenced by the member, in the member's dealing with the entity;
- (v) a company the member controls; or
- (vi) a person described by the Corporations Regulations 2001 (Cth) for the purposes of the definition of 'closely related party' in the Corporations Act.

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

Constitution means the Company's constitution.

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.

Issue Price means the price determined at a 20% discount to the 5-day volume weighted average price calculated as at the date of issue.

Key Management Personnel has the same meaning as in the accounting standards issued by the Australian Accounting Standards Board and means those persons having authority and responsibility for planning, directing and controlling the activities of the Company directly or indirectly, including any Director (whether executive or otherwise) of the Company, or if the Company is part of a consolidated entity, of an entity within the consolidated group.

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

Placement has the meaning set out in the Explanatory Statement of Resolution 4.

Placement Participants has the meaning set out in the Explanatory Statement of Resolution 4.

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.

Remuneration Report means the remuneration report set out in the Director's report section of the Company's annual financial report for the year ended 30 June 2024.

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.

SCHEDULE 1

Previous issues of Equity Securities under ASX Listing Rule 7.1A

Date	Quantity & Class	Issue price	Recipients	Consideration
24 June 2024	94,000,000 Shares total: 56,400,000 Shares under ASX Listing Rule 7.1; & 37,600,000 Shares under ASX Listing Rule 7.1A	\$0.0035, a discount of Nil to the closing market price on the date of issue	The shares were issued to professional, sophisticated and institutional investors or to other persons to whom disclosure is not required under Chapter 6D of the Corporations Act.	An amount of \$329,000 was raised on issue of shares and 100% of the funds were used for working capital.

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, 20 November 2024.**

🖨 TO APPOINT A PROXY ONLINE

📱 BY SMARTPHONE

STEP 1: VISIT <https://www.votingonline.com.au/1TTagm2024>

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, 20 November 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/1TTagm2024>
- 📠 **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 the offices of **Thomson Geer, Level 14, 60 Martin Place, Sydney NSW 2000 on Friday, 22 November 2024 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.

The Chair of the Meeting is 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 item 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 Wesley Culley as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Additional 10% Placement Capacity Approval (Special Resolution)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4	Approval to Issue Securities Under Placement	<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