

28 November 2024

ASX Announcement

Thrive Tribe Technologies Limited

Notice under Section 708AA

Thrive Tribe Technologies Limited (ASX:1TT) (**1TT** or **Company**) has previously announced that it is proposing to dispatch to eligible shareholders an offer document in respect of a non-renounceable pro-rata entitlement offer (**Offer**) to acquire one (1) new fully paid ordinary share (**New Shares**) for every one (1) existing fully paid ordinary share (**Shares**) held at 7.00pm (Sydney time) on 4 December 2024 (**Record Date**) at an offer price of 0.1 cents per New Share (**Offer Price**).

The Company hereby gives notice under section 708AA(2)(f) of the Corporations Act 2001 (Cth) (**Act**) that:

- (a) the Company will offer the New Shares under the Offer without disclosure under Part 6D.2 of the Act;
- (b) the Company is providing this notice under paragraph 2(f) of section 708AA of the Act;
- (c) at the date of this notice, the Company has complied with:
 - (i) the provisions of Chapter 2M of the Act as they apply to the Company; and
 - (ii) section 674 of the Act;
- (d) at the date of this notice, there is no information:
 - (i) that has been excluded from a continuous disclosure notice in accordance with the ASX Listing Rules; and
 - (ii) that investors and their professional advisers would reasonably require for the purpose of making an informed assessment of:
 - (A) the assets and liabilities, financial position and performance, profits and losses and prospects of the Company; or
 - (B) the rights and liabilities attaching to the New Shares; and
- (e) the potential effect that the issue of the New Shares, under the Offer, will have on the control of the Company is as follows:
 - (i) if all eligible shareholders take up their entitlements under the Offer, the New Shares issued under the Offer will have no effect on the control of the Company and all shareholders will hold the same percentage interest in the Company, subject only to changes resulting from ineligible shareholders being unable to participate in the Offer;
 - (ii) in the event that there is a shortfall in the Offer, eligible shareholders who do not subscribe for their full entitlement of New Shares under the Offer will be diluted relative to those eligible shareholders who subscribe for all of their entitlement, and will be diluted by any take up of shortfall shares;

- (iii) the proportional interests of ineligible shareholders will be diluted because those ineligible shareholders are not entitled to participate in the Offer;
- (iv) shareholders that apply for additional shares under the top up facility may increase their interests beyond their percentage entitlement. This would result in the dilution of holdings of those who did not accept their entitlements in full;
- (v) if no eligible shareholders take up their entitlements under the Offer and the Company issues the shortfall under the Offer through placement to new investors, this may potentially result in a new investor having a substantial interest in the Company; and
- (vi) in relation to any person participating in the shortfall offer, the Directors will ensure that no person will be issued, through participating in the shortfall offer, New Shares if such issue will result in their voting power in the Company exceeding 19.9%.

This ASX release has been authorised by the Board.

For further information please contact:

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