



ASX RELEASE

11 October 2024

Notice of Annual General Meeting and Explanatory Statement

Tinybeans Group Limited (ASX: TNY) (OTCQB: TNYF) (“**Tinybeans**” or “the **Company**”) advises that its Annual General Meeting of Shareholders will be held at 10.00am (AEDT) on Thursday, 14 November 2024 at the offices of Morgans Financial Limited at Level 21, Aurora Place, 88 Phillips Street, Sydney (“**AGM**” or “**Meeting**”).

In accordance with Listing Rule 3.17, attached are the following documents:

- Letter to Shareholders
- Notice of Annual General Meeting and Explanatory Statement; and
- Proxy Form.

This ASX announcement has been approved for release by the TNY Board.

For more information, please contact:

Zsofi Paterson

Chief Executive Officer

E: investors@tinybeans.com

About Tinybeans Group

Tinybeans Group Limited (ASX:TNY, OTCQB:TNYF) Tinybeans is a leading global consumer subscription platform, serving millions of Millennial and Gen Z parents and their families monthly. At its core, Tinybeans is a private photo-sharing app and media platform that connects families and turns moments into memories. Tinybeans has been loved and trusted by parents and families around the world since its founding in Australia in 2012, and is an ongoing resource for parents due to its insightful, relatable and credible content written by a team of dedicated parents and experts. Tinybeans enjoys over 150,000 5 star reviews in the Apple App and Google Play stores, and has users in almost every country in the world.



11 October 2024

Dear Shareholder

Annual General Meeting – Notice of Meeting and Proxy Form

The Annual General Meeting of Tinybeans Group Limited (ASX: TNY) (OTCQB: TNYF) ('Tinybeans' or 'the Company') will be held at 10.00am (AEDT) on Thursday, 14 November 2024, at the offices of Morgans Financial at Level 21, Aurora Place, 88 Phillips St Street, Sydney NSW (**Meeting**).

In accordance with Part 1.2AA of the *Corporations Act 2001* (Cth), the Company will only be dispatching physical copies of the Notice of Meeting (**Notice**) to Shareholders who have elected to receive the Notice in physical form. If you have nominated an email address and elected to receive electronic communications from the Company, we will email you a link to an electronic copy of the Notice of Meeting. If you wish to receive a hard copy of the Notice of Meeting, please contact the Company Secretary on adam.gallagher@tinybeans.com. For further information on your right to elect to receive documents from the Company electronically or physically, please refer to the Company's website at <https://tinybeans.com/investors/>.

The Notice is being made available to Shareholders electronically and can be viewed and downloaded online at the following link: <https://tinybeans.com/investors/>. The Notice of Meeting will also be posted on the Company's ASX market announcement page.

Your vote is important

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

To vote in person, attend the Meeting on the date and at the place set out above. If you plan to attend the Meeting in person, please bring your proxy form to facilitate your registration. Alternatively, shareholders are strongly encouraged to complete and submit their vote by proxy by using one of the following methods:

Online	Lodge the Proxy Form online at https://investor.automic.com.au/#/loginsah by following the instructions: Log into the Automic website using the holding details as shown on the Proxy Form. Click on 'View Meetings' – 'Vote'. To use the online lodgement facility, Shareholders will need their holder number (Securityholder Reference Number (SRN) or Holder Identification Number (HIN)) as shown on the front of the Proxy Form.
By Post	Completing the enclosed Proxy Form and posting it to: Automic, GPO Box 5193, Sydney NSW 2001.
By hand	Completing the enclosed Proxy Form and delivering it by hand to: Automic, Level 5, 126 Phillip Street, Sydney NSW 2000.
By email	Completing the enclosed Proxy Form and emailing it to: meetings@automicgroup.com.au

Your Proxy Form must be received not later than 48 hours before the commencement of the Meeting. Proxy Forms received later than this time will be invalid. The Chair intends to vote all open proxies in favour of all resolutions, where permitted. Shareholders will be able to vote and ask questions at the Meeting.

Shareholders are also encouraged to submit questions in advance of the Meeting to the Company. Questions must be submitted in writing to the Company Secretary at adam.gallagher@tinybeans.com at least 48 hours before the Meeting. This letter has been authorised for release by the Board.

On behalf of the Board, thank you for your continued support as a shareholder. We look forward to welcoming you to our AGM on Thursday 14 November 2024.

Yours faithfully,
Adam Gallagher
Company Secretary

Tinybeans Group Limited

ACN 168 481 614

(Company)

NOTICE OF MEETING

Notice is given that an Annual General Meeting (**Meeting**) of the shareholders of the Company (**Shareholders**) will be held as follows:

Time: 10.00am (AEDT)

Date: Thursday, 14 November 2024

Place: The offices of Morgans Financial Limited at Level 21, Aurora Place, 88 Phillips Street, Sydney

In accordance with section 110D of the *Corporations Act 2001* (Cth) (**Corporations Act**), the Company will not be sending hard copies of the Notice of Annual General Meeting and Explanatory Statement (**Notice**) unless a Shareholder has elected to receive documents in hard copy in accordance with the timeframe specified in section 110E(8) of the Corporations Act.

All Shareholders will be able to access the Notice on the Company's website at <https://tinybeans.com/investors/>. The Company has also provided the meeting materials on the Company's ASX Market Announcements Platform.

The Explanatory Statement to this Notice provides additional information on matters to be considered at the Meeting. The Explanatory Statement and the Proxy Form form part of this Notice.

Terms and abbreviations used in this Notice and Explanatory Statement are defined in the Glossary (section 10).

ANNUAL FINANCIAL REPORT FOR 2024:

<https://investors.tinybeans.com/announcements>

The Notice of Annual General Meeting and Explanatory Statement is an important document and 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.

Should you wish to discuss the matters on this Notice of Annual General Meeting and Explanatory Statement, please contact the Company Secretary on +61 428 130447 or via email at adam.gallagher@tinybeans.com.

AGENDA

Ordinary Business

1. Financial Statements and Reports

To receive and consider the Company's Annual Financial Report comprising the Directors' Report and Auditors' Report, Directors' Declaration, Statement of Financial Performance, Balance Sheet, Statement of Cashflows and notes to and forming part of the accounts for the Company and its controlled entities for the financial year ended 30 June 2024.

2. Resolution 1 – Adoption of Remuneration Report

To consider and, if thought fit, pass, with or without amendment, the following resolution, in accordance with section 250R(2) of the Corporations Act, as a **non-binding Ordinary Resolution**:

“That, for the purposes of section 250R(2) of the Corporations Act 2001 (Cth) and for all other purposes, approval is given for the adoption of the Remuneration Report as contained in the Company's Annual Financial Report for the financial year ended 30 June 2024.”

Note:

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

Voting Exclusion:

As required by the Corporations Act, the Company will disregard any votes cast in favour of Resolution 1 by any member of the Company's Key Management Personnel or Closely Related Party of any such member unless the person:

- votes as a proxy appointed in writing that specifies how the person is to vote on Resolution 1; or
- is the Chair of the Meeting and the appointment of the Chair as proxy does not specify the way the proxy is to vote on Resolution 1 and the proxy is expressly authorised to exercise the proxy even though Resolution 1 is connected directly or indirectly with the remuneration of a member of the Company's Key Management Personnel.

3. Resolution 2 – Election of Director – James Warburton

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

“That, James Warburton, a Director appointed as an additional Director and holding office until the next general meeting of the Company after his appointment, in accordance with the Company's Constitution and ASX Listing Rule 14.4, be elected as a Director of the Company.”

4. Resolution 3 – Election of Director – Michael Rothman

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

“That, Michael Rothman, a Director appointed as an additional Director and holding office until the next general meeting of the Company after his appointment, in accordance with the Company’s Constitution and ASX Listing Rule 14.4, be elected as a Director of the Company.”

5. Resolution 4 – Approval of the grant of Options to Director – James Warburton (or his nominee)

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

“That, for the purpose of Listing Rule 10.14, section 208 of the Corporations Act and for all other purposes, the Shareholders approve the grant and subsequent issue of the underlying Shares of:
(a) 3,333,333 Options with an exercise price of \$0.095 expiring on 30 June 2027; and
(b) 6,666,667 Options with an exercise price of \$0.15 expiring on 30 June 2027,
*under the Employee Incentive Plan to James Warburton (or his nominee), a Director of the Company, (**Director Options**), and otherwise on the terms and conditions set out in the Explanatory Statement.”*

Voting Exclusion Statement Pursuant to Listing Rule 10.14

The Company will disregard any votes cast on Resolution 4 by:

- a person referred to in Listing Rule 10.14.1, 10.14.2 or 10.14.3 who is eligible to participate in the Employee Incentive Plan; or
- an Associate of that person or those persons.

However, this does not apply to a vote cast in favour of Resolution 4 by:

- 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
- the Chair of the Meeting as proxy or attorney for a person who is entitled to vote on Resolution 4, in accordance with a direction given to the Chairman of the Meeting to vote on that resolution as the Chairman of the Meeting decides; or
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - 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 Resolution 4; and
 - the holder votes on that resolution in accordance with the directions given by the beneficiary to the holder to vote in that way.

Proxy Appointment Restriction

As Resolution 4 is connected directly or indirectly with the remuneration of a member of Key Management Personnel for the Company, pursuant to section 250BD of the Corporations Act, the Company will disregard any votes cast on Resolution 4 by a member of the Key Management Personnel of the Company or their Closely Related Parties who has been appointed as a proxy unless:

- the appointed proxy votes for a person who is permitted to vote and in accordance with a direction on the Proxy Form (directed proxy); or
- the appointed proxy is the Chairman of the Meeting and the appointment of the Chairman as proxy:
 - does not specify the way the proxy is to vote on Resolution 4; and
 - expressly authorises the Chairman of the Meeting to exercise the proxy even if Resolution 4 is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

6. Resolution 5 – Approval to issue Shares in lieu of fees to Director - Chantale Millard (or her nominee)

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

“That, for the purpose of Listing Rule 10.11, Listing Rule 7.2 Exception 14 and for all other purposes, Shareholders approve the issue of 588,235 Shares in the Company at a notional issue price of \$0.085 per Share to Chantale Millard (or her nominee), being a Director of the Company, in lieu of cash remuneration, and otherwise on the terms and conditions as described in the Explanatory Statement.”

7. Resolution 6 – Approval to issue Shares in lieu of fees to Director – Andrew Silverberg (or his nominee)

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

“That, for the purpose of Listing Rule 10.11, Listing Rule 7.2 Exception 14 and for all other purposes, Shareholders approve the issue of 438,976 Shares in the Company at a notional issue price of \$0.085 per Share to Andrew Silverberg (or his nominee), being a Director of the Company, in lieu of cash remuneration, and otherwise on the terms and conditions as described in the Explanatory Statement.”

8. Resolution 7 – Approval to issue Shares in lieu of fees to Director – Catherine Cohen (or her nominee)

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

“That, for the purpose of Listing Rule 10.11, Listing Rule 7.2 Exception 14 and for all other purposes, Shareholders approve the issue of 294,117 Shares in the Company at a notional issue price of \$0.085 per Share to Catherine Cohen (or her nominee), being a Director of the Company, in lieu of cash remuneration, and otherwise on the terms and conditions as described in the Explanatory Statement.”

9. Resolution 8 – Approval to issue Shares in lieu of fees to former Director – Andrea Cutright (or her nominee)

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

“That, for the purpose of Listing Rule 10.11, Listing Rule 7.2 Exception 14 and for all other purposes, Shareholders approve the issue of 438,976 Shares in the Company at a notional issue price of \$0.085 per Share to Andrea Cutright (or her nominee), being a former Director of the Company, in lieu of cash remuneration, and otherwise on the terms and conditions as described in the Explanatory Statement.”

A Voting Exclusion Statement for Resolutions 5 to 8 (inclusive) is set out below.

Voting Exclusion Statement Pursuant to Listing Rule 10.11 – Resolutions 5 to 8 (inclusive)

The Company will disregard any votes cast on Resolutions 5 to 8 (inclusive) by:

- in the case of Resolution 5 – Chantale Millard;

- in the case of Resolution 6 – Andrew Silverberg;
- in the case of Resolution 7 – Catherine Cohen;
- in the case of Resolution 8 – Andrea Cutright; and
- any associate of that person or persons.

However, this does not apply to a vote cast in favour of Resolutions 5 to 8 (inclusive) by:

- a person as proxy or attorney for a person who is entitled to vote on Resolutions 5 to 8 (inclusive), in accordance with directions given to the proxy or attorney to vote on Resolutions 5 to 8 (inclusive) in that way; or
- the Chair of the Meeting as proxy or attorney for a person who is entitled to vote on Resolutions 5 to 8 (inclusive), in accordance with a direction given to the Chair to vote on Resolutions 5 to 8 (inclusive) as the Chair decides; or
- a holder acting solely in a nominee, trustee or custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - 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 Resolutions 5 to 8 (inclusive); and
 - the holder votes on Resolutions 5 to 8 (inclusive) in accordance with directions given by the beneficiary to the holder to vote in that way.

Proxy Appointment Restriction

As Resolutions 5 to 8 (inclusive) are connected directly or indirectly with the remuneration of a member of Key Management Personnel for the Company, pursuant to section 250BD of the Corporations Act, the Company will disregard any votes cast on Resolutions 5 to 8 (inclusive) by a member of the Key Management Personnel of the Company or their Closely Related Parties who has been appointed as a proxy unless:

- the appointed proxy votes for a person who is permitted to vote and in accordance with a direction on the Proxy Form (directed proxy); or
- the appointed proxy is the Chairman of the Meeting and the appointment of the Chairman as proxy:
 - does not specify the way the proxy is to vote on Resolution 5 to 8 (inclusive); and
 - expressly authorises the Chairman of the Meeting to exercise the proxy even if Resolutions 5 to 8 (inclusive) are connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

10. Resolution 9 – Approval to issue Shares to a Substantial Holder – TIGA Trading Pty Ltd (or its nominee)

To consider and, if thought fit, pass the following resolution, with or without amendment, as a **Special resolution**:

“That for the purpose of ASX Listing Rule 10.11 and for all other purposes, Shareholders grant approval for the issue of up to 2,750,000 Shares at a nominal issue price to TIGA Trading Pty Ltd (or its nominee) in satisfaction of the obligations of the Company to issue the 2,750,000 Shares under the terms of the At Call Loan Note Subscription Agreement entered into on 29 February 2024, and otherwise on the terms and conditions set out in the Explanatory Statement.”

Voting Exclusion Statement Pursuant to Listing Rule 10.11:

The Company will disregard any votes cast in favour of Resolution 9 by or on behalf of:

- TIGA Trading Pty Ltd (or its nominee); and
- an associate of TIGA Trading Pty Ltd (or its nominee).

However, this does not apply to a vote cast in favour of Resolution 9 by:

- a person as proxy or attorney for a person who is entitled to vote on Resolution 9, in accordance with directions given to the proxy or attorney to vote on Resolution 9 in that way; or
- the Chair of the Meeting as proxy or attorney for a person who is entitled to vote on Resolution 9, in accordance with a direction given to the Chair to vote on Resolution 9 as the Chair decides; or
- a holder acting solely in a nominee, trustee or custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:

- 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 Resolution 9; and
- the holder votes on Resolution 9 in accordance with directions given by the beneficiary to the holder to vote in that way.

General Business

To consider any other business as may be lawfully put forward in accordance with the constitution of the Company.

Dated: 11 October 2024

BY ORDER OF THE BOARD
Tinybeans Group Limited

Adam Gallagher
Company Secretary

EXPLANATORY STATEMENT

1. Introduction

This Explanatory Statement has been prepared for the information of Shareholders of the Company in connection with the business to be conducted at the Meeting to be held in person at:

Time: 10.00am (AEDT)

Date: 14 November 2024

Place: Morgans Financial Limited at Level 21, Aurora Place, 88 Phillips Street, Sydney

This Explanatory Statement should be read in conjunction with and forms part of the accompanying Notice. The purpose of this Explanatory Statement is to provide information to Shareholders in deciding whether or not to pass the Resolutions in the Notice. A Proxy Form is located at the end of the Explanatory Statement.

2. Information for Shareholders

2.1 Eligibility to vote

The Directors have determined, pursuant to regulation 7.11.37 of the *Corporations Regulations 2001* (Cth), that persons eligible to vote at the Meeting are those who are registered as Shareholders at 7:00pm (AEDT) on 12 November 2024.

Each of the Resolutions will be decided by poll.

2.2 Venue and Voting Information

The Meeting of the Shareholders to which this Notice relates will be held at 10.00am (AEDT) on Thursday, 14 November 2024 at Morgans Financial Limited at Level 21, Aurora Place, 88 Phillips Street, Sydney.

Shareholders are also encouraged to submit questions in advance of the Meeting to the Company.

Questions submitted prior to the Meeting must be sent in writing to the Company Secretary at adam.gallagher@tinybeans.com at least 5 Business Days before the Meeting.

The Company will also allow Shareholders to ask questions during the Meeting regarding formal business and general questions about the Company and its business.

The Chair of the Meeting will endeavour to address as many questions as possible during the Meeting.

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

2.3 Voting by proxy

To vote by proxy, please use one of the following methods:

Online	Lodge the Proxy Form online at https://investor.automic.com.au/#/loginsah by following the instructions: Login to the Automic website using the holding details as shown on the Proxy Form. Click on 'View Meetings' – 'Vote'. To use the online
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	<p>lodgement facility, Shareholders will need their holder number (Securityholder Reference Number (SRN) or Holder Identification Number (HIN)) as shown on the front page of the Proxy Form.</p> <p>For further information on the online proxy lodgement process please see the Online Proxy Lodgement Guide at https://www.automicgroup.com.au/virtual-agms/.</p>
By post	Automic, GPO Box 5193, Sydney NSW 2001
By hand	Automic, Level 5, 126 Philip Street, Sydney NSW 2000
By email	Completing the enclosed Proxy Form and emailing it to: meetings@automicgroup.com.au

Your proxy instruction must be received not later than 48 hours before the commencement of the Meeting (**Proxy Deadline**). Proxy Forms received later than this time will be invalid.

2.4 Proxies

Shareholders who are entitled to vote at the Meeting have a right to appoint a proxy to attend the Meeting and vote on their behalf. The proxy need not be a Shareholder of the Company and may be an individual or body corporate. If a Shareholder is entitled to cast two or more votes, they may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If the proxy appointments do not specify a proportion or number, each proxy may exercise half of the Shareholder's votes, in which case any fraction of votes will be disregarded.

All Shareholders are invited and encouraged to participate in the Meeting and are encouraged to lodge a directed Proxy Form to the Company in accordance with the instructions noted in the Proxy Form. Lodgement of a Proxy Form will not preclude a Shareholder from attending and voting at the Meeting.

Even if you plan to attend, you are encouraged to submit a Proxy Form before the Meeting so that your vote can be counted if, for any reason, you cannot attend.

The Proxy Form must be signed by the member or the member's attorney. Proxies given by a corporation must be executed in accordance with the Corporations Act and the constitution of that corporation.

2.5 Power of attorney

If the Proxy Form is signed under a power of attorney on behalf of a Shareholder, the attorney must ensure that either the original power of attorney or a certified copy is sent with the Proxy Form, unless the power of attorney has already provided it to the Share Registry.

2.6 Corporate representatives

If a representative of a corporate Shareholder or a corporate proxy will be attending the Meeting, the representative should bring to the Meeting adequate evidence of their appointment, unless this has previously been provided to the Share Registry.

Where a Shareholder is a body corporate, the Shareholder may appoint a person to act as its representative to attend the Meeting by providing that person with:

- (a) a letter or certificate authorising him or her as the corporation's representative, executed in accordance with the corporation's constitution; or
- (b) a copy of the resolution appointing the representative, certified by a secretary or director of the corporation.

2.7 Directing your proxy how to vote

You can direct your proxy how to vote on a particular Resolution by marking the appropriate box on the Proxy Form.

If you mark the abstain box for a particular Resolution, you are directing your proxy not to vote on that item.

If you do not mark any particular Resolution and no direction is given, you are appointing your proxy to vote as he or she decides, subject to any voting exclusions that may apply to the proxy.

If you appoint a proxy, you may still attend the Meeting. However, your proxy's rights to speak and vote will be suspended while you are present.

2.8 Chair of the Meeting appointed proxy

A Shareholder may appoint the Chair of the Meeting as proxy. The Chair of the Meeting will be deemed to be the Shareholder's proxy if the Shareholder submits the Proxy Form but does not name a proxy or if the person appointed as proxy does not attend the Meeting or does not vote on a poll in accordance with the Shareholder's directions.

If the Shareholder provides a voting direction on a particular Resolution, the Chair of the Meeting must vote in accordance with the direction on a poll.

2.9 Voting on Resolutions

All voting on the Resolutions will be decided by way of a poll and not a show of hands. The results of the poll will be determined following the close of the Meeting and lodged with the ASX Markets Announcements Platform.

3. Consider the Company's Annual Financial Report

The Company's Annual Financial Report comprising the Directors' Report and Auditors' Report, Directors' Declaration, Statement of Financial Performance, Balance Sheet, Statement of Cashflows and notes to and forming part of the financial statements for the Company and its controlled entities for the financial year ended 30 June 2024 was released to the ASX on 29 August 2024.

Shareholders can access a copy of the Company's Annual Financial Report at <https://investors.tinybeans.com/announcements#annual-reports>. The Company will not provide a hard copy of the Company's Annual Financial Report to Shareholders unless specifically requested to do so.

The Company's Annual Financial Report is placed before the Shareholders for discussion.

No voting is required for this item.

4. Resolution 1 – Adoption of Remuneration Report

4.1 Remuneration Report

The Board has submitted its Remuneration Report to Shareholders for consideration and adoption by way of a non-binding advisory Resolution in accordance with section 250R of the Corporations Act.

The Remuneration Report is set out on pages 7 to 15 of the Company's Annual Financial Report for the financial year ended 30 June 2024. The Annual Financial Report is available to download on the Company's website.

The Remuneration Report:

- (a) explains the Board's policy for determining the nature and amount of remuneration of Key Management Personnel of the Company;
- (b) explains the relationship between the Board's remuneration policy and the Company's performance;
- (c) sets out remuneration details for each Key Management Personnel of the Company, including details of performance-related remuneration and options granted as part of remuneration; and
- (d) details and explains any performance conditions applicable to the remuneration of Key Management Personnel of the Company.

A reasonable opportunity will be provided for discussion of the Remuneration Report at the Meeting.

4.2 Voting consequences

Under the Corporations Act, if at least 25% of the votes cast on the resolution are voted against adoption of the remuneration report at two consecutive annual general meetings, the Company will be required to put to Shareholders a resolution at the second of those annual general meeting's proposing the calling of an extraordinary general meeting to consider the election of directors of the Company (**Spill Resolution**).

If more than 50% of Shareholders vote in favour of the Spill Resolution, the Company must convene the extraordinary general meeting (**Spill Meeting**) within 90 days of the second annual general meeting. All of the directors who were in office when the second (consecutive) remuneration report was considered at the second (consecutive) annual general meeting, other than the managing director, will cease to hold office immediately before the end of the Spill Meeting but may stand for re-election at the Spill Meeting. Following the Spill Meeting, those persons whose election or re-election as directors are approved will be the directors of the Company.

4.3 Previous voting results

At the 2023 Annual General Meeting less than 25% of the votes cast were voted against adoption of the Remuneration Report included in the 2023 Annual Financial Report. Accordingly, the Spill Resolution is not relevant for this Annual General Meeting.

4.4 Directors' Recommendation

The Directors abstain, in the interests of corporate governance, from making a recommendation in relation to Resolution 1. In accordance with the Corporations Act, a vote on this resolution is advisory only and does not bind the Directors or the Company.

4.5 Voting restrictions on Key Management Personnel and their Closely Related Parties and their proxies

As set out in the notes to Resolution 1, a voting restriction statement applies with respect to the voting on this Resolution by members of the Key Management Personnel (**KMP**) and their Closely Related Parties and their proxies voting (in any capacity) (**Voting Restriction**). "Key Management Personnel" has the definition given in *Accounting Standards AASB 124 Related Party Disclosure* as those persons having authority and responsibility for planning, directing and controlling the activities of the entity, directly or indirectly, including any director (whether executive or otherwise) of that entity.

Details of the restrictions on members of KMP and their Closely Related Parties and their proxies voting (in any capacity) are set out in the voting restriction statement included in Resolution 1 of the Notice of Meeting.

However, the Voting Restriction does not apply where:

- (a) the member of the Key Management Personnel is appointed in writing (by a Shareholder who is not a member of the Key Management Personnel or a Closely Related Party of the Key Management Personnel) as a proxy (**Management Proxy**) with specific instructions on how to vote on the Resolution; or
- (b) the Chairman is appointed in writing (by a Shareholder who is not a member of the Key Management Personnel or a Closely Related Party of the Key Management Personnel) as a proxy with no specific instructions on how to vote on the Resolution and expressly authorises the Chairman to exercise the proxy even if the resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel for the Company or, if the Company is part of a consolidated entity, for the entity .

Shareholders should be aware that any undirected proxies given to the Chairman will be cast by the Chairman and counted in favour of this Resolution 1, subject to compliance with the Corporations Act. In exceptional circumstances, the Chairman of the Meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made.

5. Resolution 2 – Election of Director – James Warburton

5.1 Background

The Company's Constitution provides that any Director appointed by the Board in addition to the existing Directors will hold office until the next following annual general meeting and is then eligible for re-election.

ASX Listing Rule 14.4 also provides that each additional director appointed during the year is to hold office until the next annual general meeting and is then eligible for election as a Director of the Company.

James Warburton was appointed to the Board on 1 July 2024 and has since served as a Director of the Company. Under this Resolution 2, James Warburton seeks election as a Director of the Company at this Meeting.

5.2 James Warburton's qualifications and experience

James Warburton is a former Managing Director and CEO of ASX-listed Seven West Media. Mr. Warburton's extensive career includes roles in media, marketing, sports, events, and advertising, including a five-year tenure at Seven West Media.

He served as CEO and Managing Director of APN Outdoor, leading a significant transformation that culminated in a \$1.3bn acquisition by JCDecaux.

As CEO of Supercars, he achieved substantial growth and secured major broadcast, sponsorship, and funding deals, culminating in a successful exit for Archer Capital in 2021. Additionally, Mr. Warburton has held senior leadership roles at Universal McCann, Seven Media Group, and Network 10.

5.3 Directors' Recommendation

The Directors (with James Warburton abstaining from making a recommendation), for reasons given in section 5.2, recommend that Shareholders vote **in favour** of this Ordinary Resolution.

5.4 Chair's Voting Intentions

Shareholders should be aware that any undirected proxies given to the Chair will be cast by the Chair and counted in favour of the resolutions the subject of this Meeting, including this Resolution 2, subject to compliance with the Corporations Act. In exceptional circumstances, the Chair may change their voting intention on any resolution, in which case an ASX announcement will be made.

6. Resolution 3 – Election of Director – Michael Rothman

6.1 Background

The Company's Constitution provides that any Director appointed by the Board in addition to the existing Directors will hold office until the next annual general meeting and is then eligible for re-election.

ASX Listing Rule 14.4 also provides that each additional director appointed during the year holds office until the next annual general meeting and is then eligible for election as a Director of the Company.

Michael Rothman was appointed to the Board on 5 August 2023 and has since served as a Director of the Company. Under Resolution 3, Michael Rothman seeks election as a Director of the Company.

6.2 Michael Rothman's qualifications and experience

Michael Rothman is the co-founder and former CEO of the prominent US digital parenting lifestyle brand Fatherly. Mr. Rothman has extensive experience in scaling businesses and increasing shareholder value in paid subscription and advertising revenue models, particularly within large media and corporate networks in the US parenting sector.

Before Fatherly, Mr. Rothman was one of the founding employees at Thrillist, where he managed digital sales and revenue operations during the company's first seven years.

Mr. Rothman also has experience advising several non-profit organisations.

6.3 Directors' Recommendation

The Directors (with Michael Rothman abstaining from making a recommendation), for reasons given in section 6.2, recommend that Shareholders vote **in favour** of this Ordinary Resolution.

6.4 Chair's Voting Intentions

Shareholders should be aware that any undirected proxies given to the Chair will be cast by the Chair and counted in favour of the resolutions the subject of this Meeting, including this Resolution 3, subject to compliance with Corporations Act. In exceptional circumstances, the Chair may change their voting intention on any resolution, in which case an ASX announcement will be made.

7. Resolution 4 – Approval of the grant of Options to Director – James Warburton (or his nominee)

7.1 Background

The Company has agreed, subject to Shareholder approval, to grant:

- (a) 3,333,333 Options with an exercise price of \$0.095 expiring on 30 June 2027; and
- (b) 6,666,667 Options with an exercise price of \$0.15 expiring on 30 June 2027,

under the Employee Incentive Plan (**EIP**) to James Warburton (or his nominee), a Director of the Company, (**Director Options**), to incentivise his performance and align his personal interests with the interests of the Company's Shareholders.

Further details of the Director Options are set out below:

Director	Tranche	No. Options	of	Exercise Price	Expiry Date	Vesting Date
James Warburton	1	3,333,333		\$0.095	30 June 2027	6 months from date of issue
	2	3,333,333		\$0.15	30 June 2027	12 months from date of issue
	3	3,333,333		\$0.15	30 June 2027	18 months from date of issue

Resolution 4 seeks Shareholder approval for the proposed grant of the Director Options to the Director for all purposes, including Listing Rule 10.14. As approval is being sought under Listing Rule 10.14, approval will not be required under Listing Rules 10.11 or 7.1.

7.2 Listing Rule 10.14

ASX Listing Rule 10.14 provides that a listed company must not permit any of the following persons to acquire securities under an employee incentive scheme unless it obtains the approval of its shareholders:

- (a) A director of the Company;
- (b) An associate of a director of the Company; or
- (c) A person whose relationship with the Company or a person referred to in Listing Rule 10.14.1 or 10.14.2 is such that, in ASX's opinion, the acquisition should be approved by its shareholders.

As James Warburton is a Director of the Company, the proposed grant of Director Options constitutes the acquisition of securities under an employee incentive scheme for the purposes of

Listing Rule 10.14 and therefore requires the approval of the Company's Shareholders under Listing Rule 10.14.

Listing Rule 10.11 also provides that the Company must not issue Equity Securities to a Related Party or an associate of a Related Party without Shareholder approval. However, Listing Rule 10.12 Exception 8 provides that approval under Listing Rule 10.11 is not required for an issue of Equity Securities under an employee incentive scheme made, or taken to have been made, with the approval of the issuing entity's shareholders under Listing Rule 10.14.

Further, as a separate Shareholder approval under Listing Rule 7.1 is not required for issues of securities that have received Shareholder approval under Listing Rule 10.14, the grant of Director Options to James Warburton will not be included in the calculation of the Company's 15% placement capacity for the purposes of Listing Rule 7.1, provided that the grant is completed within one month of the date of the Meeting.

If Resolution 4 is approved by Shareholders, the Company will be able to proceed with the grant of Director Options to the Director on the terms set out below.

If Resolution 4 is not approved by Shareholders, the Company will not be able to grant the Director Options.

7.3 Chapter 2E of the Corporations Act

The grant of the Director Options to James Warburton (or his nominee) constitutes giving a financial benefit within the meaning of the Corporations Act.

In accordance with Chapter 2E of the Corporations Act, to give a financial benefit to a related party, the Company must:

- (a) obtain the approval of the public company's members in the manner set out in Sections 217 to 227 of the Corporations Act; and
- (b) give the benefit within 15 months following such approval,

unless the giving of the financial benefit falls within an exception set out in sections 210 to 216 of the Corporations Act.

Pursuant to section 228 of the Corporations Act, James Warburton is a related party of the Company by virtue of being directors of the Company.

The Directors (other than James Warburton who has a material personal interest in the Resolution) consider that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in respect of the grant of Director Options because the agreement to issue the Director Options, reached as part of the remuneration package for James Warburton, is considered reasonable remuneration in the circumstances and was negotiated on an arm's length basis.

7.4 Prescribed Information pursuant to Listing Rule 10.15

The following information is provided for the purposes of the shareholder approval sought under Listing Rule 10.14, and in accordance with the requirements of Listing Rule 10.15 in respect of the proposed grant of Director Options:

Name of the persons receiving the securities 10.15.1	The Director Options will be granted to James Warburton (or his nominee).
Category under Listing Rule 10.14 10.15.2	James Warburton is currently a director of the Company and therefore falls within the category in Listing Rule 10.14.1. His nominee (if applicable) would fall within Listing Rule 10.14.2.

<p>Number and class of securities 10.15.3</p>	<p>(a) 3,333,333 Options with an exercise price of \$0.095 expiring on 30 June 2027; and (b) 6,666,667 Options with an exercise price of \$0.15 expiring on 30 June 2027.</p>																																			
<p>Remuneration package 10.15.4</p>	<p>James Warburton's current remuneration package is AUD\$50,000 per annum (exclusive of GST).</p>																																			
<p>Securities previously issued under the EIP and the average acquisition price (if any) 10.15.5</p>	<p>Nil securities previously issued to James Warburton under the Company's EIP.</p>																																			
<p>If not fully paid ordinary securities, a summary of material terms of the securities, an explanation of what type of security is being used and the value the entity attributes to that security and its basis 10.15.6</p>	<p>See Annexure A of this Notice of Meeting for a summary of the terms of the Director Options. The Director Options are being issued in lieu of additional cash remuneration to incentivise the Director and align his personal interests with those of the Company's Shareholders. The value of the Director Options is as detailed below as given by the external valuation is detailed at Annexure B to this Notice of Meeting.</p> <table border="1" data-bbox="600 835 1369 1048"> <thead> <tr> <th colspan="5">Table 1: Valuation Conclusion</th> </tr> <tr> <th>Tranche</th> <th># of equity instruments</th> <th>Probability of achievement¹</th> <th>Value per Option</th> <th>Concluded value</th> </tr> <tr> <th></th> <th>(a)</th> <th>(b)</th> <th>(c)</th> <th>(d) = (a)*(b)*(c)</th> </tr> </thead> <tbody> <tr> <td>Tranche 1</td> <td>3,333,333</td> <td>100.0%</td> <td>\$0.0440</td> <td>\$146,667</td> </tr> <tr> <td>Tranche 2</td> <td>3,333,333</td> <td>100.0%</td> <td>\$0.0357</td> <td>\$119,000</td> </tr> <tr> <td>Tranche 3</td> <td>3,333,333</td> <td>100.0%</td> <td>\$0.0357</td> <td>\$119,000</td> </tr> <tr> <td>Total</td> <td>9,999,999</td> <td></td> <td></td> <td>\$384,667</td> </tr> </tbody> </table>	Table 1: Valuation Conclusion					Tranche	# of equity instruments	Probability of achievement ¹	Value per Option	Concluded value		(a)	(b)	(c)	(d) = (a)*(b)*(c)	Tranche 1	3,333,333	100.0%	\$0.0440	\$146,667	Tranche 2	3,333,333	100.0%	\$0.0357	\$119,000	Tranche 3	3,333,333	100.0%	\$0.0357	\$119,000	Total	9,999,999			\$384,667
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<p>Date of Issue 10.15.7</p>	<p>If Resolution 4 is approved, the Company will grant the Director Options in a single tranche immediately following the Meeting and, in any event, not later than 3 years after the date of the Meeting (or such later date as permitted by ASX).</p>																																			
<p>Issue Price 10.15.8</p>	<p>The Director Options will be granted for nil cash consideration as they will be granted as part of the Directors' remuneration packages, and therefore no funds will be raised as a result of the grant. Funds raised upon any exercise of the Director Options are intended to be used for general working capital purposes.</p>																																			
<p>Summary of material terms of agreement 10.15.9</p>	<p>A summary of the material terms of the EIP is set out in Annexure C of the Notice of Meeting.</p>																																			
<p>Summary of material terms of any loan made in relation to the acquisition 10.15.10</p>	<p>The Company will not provide a loan to the Director in relation to the acquisition of the Shares issued pursuant to the exercise of the Director Options.</p>																																			
<p>Reporting 10.15.11</p>	<p>Details of any securities issued under the EIP will be published in the annual financial report of the Company relating to the period in which they were issued along with a statement that approval for the issue was obtained under Listing Rule 10.14. Any additional persons covered by Listing Rule 10.14 who become entitled to participate in an issue of securities under the EIP after the resolution is approved and who were not named in this Notice will not participate until approval is obtained under that rule.</p>																																			

Voting exclusion
statement
10.15.12

A voting exclusion statement is set out under Resolution 4 of the Notice.

7.5 Directors' Recommendation

The Directors (with James Warburton abstaining from making a recommendation) recommend that Shareholders vote **in favour** of this Ordinary Resolution.

7.6 Chair's Voting Intentions

Shareholders should be aware that any undirected proxies given to the Chair will be cast by the Chair and counted in favour of the resolutions the subject of this Meeting, including this Resolution 4, subject to compliance with Corporations Act. In exceptional circumstances, the Chair may change their voting intention on any resolution, in which case an ASX announcement will be made

8. Resolutions 5 to 8 (inclusive) – Approval to issue Shares in lieu of fees to Directors

8.1 Introduction

Resolutions 5 to 8 (inclusive) seek Shareholder approval to issue and allot fully paid ordinary shares (**Director Fee Shares**) to Chantale Millard, Andrew Silverberg and Catherine Cohen all Directors and a former Director of the Company, Andrea Cutright, in lieu of cash payments for Directors' fees for the period from 1 July 2023 to 30 June 2024, pro-rated for the portion of the year that the relevant director provided services.

Under their respective letters of appointment, the Directors agreed to receive a portion of their respective Directors' fees as shares in lieu of cash payment subject to Shareholder approval being obtained at this Meeting. The proposed issues will be a cost effective and efficient method to remunerate the Directors and preserve the Company's cash reserves.

The number of Director Fee Shares proposed to be issued to each Director is set out in Table A.

Table A:

Director	Total Remuneration Fees ¹	Percentage that the Director has elected to be paid in Shares	Director Fees (to be converted to Director Fee Shares) (AUD)	Issue Price	Number of Director Fee Shares
Chantale Millard (Resolution 5)	\$100,000	50%	\$50,000	\$0.085	588,235
Andrew Silverberg (Resolution 6)	\$74,626	50%	\$37,313.	\$0.085	438,976
Catherine Cohen (Resolution 7)	\$60,000	50%	\$30,000	\$0.085	352,941
Andrea Cutright (Resolution 8)	\$74,626	50%	\$37,313.	\$0.085	438,976

¹AUD unless otherwise stated

Accordingly, Shareholder approval is sought under Resolutions 5 to 8 (inclusive) to issue and allot the Director Fee Shares to each of the above Directors for the purposes of Listing Rule 10.11.

8.2 Listing Rule 10.11

Listing Rule 10.11 provides that unless one of the exceptions in Listing Rule 10.12 applies, the Company, as a listed company, must not issue Equity Securities to persons in a position of influence without Shareholder approval.

A person in a position of influence for the purposes of Listing Rule 10.11 includes:

- (a) a Related Party;
- (b) a person who is, or was at any time in the 6 months before the issue of agreement, a substantial (30%+) holder in the Company;
- (c) a person who is, or was at any time in the 6 months before the issue or agreement, a substantial (10%+) holder in the Company and who has nominated a director to the board of the Company pursuant to a relevant agreement which gives them a right or expectation to do so;
- (d) an Associate of a person referred to in (a) to (c) above; and
- (e) a person whose relationship with the Company or a person referred to in (a) to (d) above is such that, in the ASX's opinion, the issue or agreement should be approved by Shareholders.

Each of the Directors under Resolutions 5 to 8 (inclusive) is a person in a position of influence for the purposes of Listing Rule 10.11. The proposed issue does not fall within any of the exceptions in Listing Rule 10.12, and therefore requires the approval of the Company's Shareholders under Listing Rule 10.11.

Although the former Director, Andrea Cutright, is no longer a director of the Company, the agreement to issue the Director Fee Shares was made when she was a director and, as such, approval for the issue of the Director Fee Shares under Listing Rule 10.11 is still required for Andrea Cutright (or her nominee).

To this end, Resolutions 5 to 8 (inclusive) seek the required Shareholder approval to issue the Director Fee Shares to each Director and former Director of the Company under and for the purposes of Listing Rule 10.11.

If approval is obtained under Listing Rule 10.11, in accordance with Listing Rule 7.2 (exception 14), separate approval is not required under Listing Rule 7.1.

If any of Resolutions 5 to 8 are passed, the Company will be able to proceed with the proposed issue of Director Fee Shares in respect of the relevant Director or former Director to whom that specific Resolution applies.

If any of Resolutions 5 to 8 are not passed, the Company will not be able to proceed with the proposed issue in respect of the relevant Director or former Director to whom that specific Resolution applies, and will be required to pay the Directors' fees in cash.

8.3 Chapter 2E of the Corporations Act

The proposed issue of Director Fee Shares to the Directors (or their respective nominees) constitutes giving a financial benefit within the meaning of the Corporations Act.

In accordance with Chapter 2E of the Corporations Act, to give a financial benefit to a related party, the Company must:

- (a) obtain the approval of the public company's members in the manner set out in Sections 217 to 227 of the Corporations Act; and
- (b) give the benefit within 15 months following such approval,

unless the giving of the financial benefit falls within an exception set out in Sections 210 to 216 of the Corporations Act.

Pursuant to section 228 of the Corporations Act, Chantale Millard, Andrew Silverberg, Catherine Cohen and Andra Cutright are related parties of the Company by virtue of being directors (or former directors) of the Company.

For each Director for whom the issue of Director Fee Shares were considered (which, in all instances were in accordance with their respective letters of appointment), the other non-conflicted Directors considered the proposed issue and formed the view that the giving of this financial benefit was reasonable remuneration, given the circumstances of the Company, the quantum of the Director Fee Shares (which do not represent an incentive, but reflects the actual Director fees owed to that Director), and the responsibilities held by that Director in the Company.

Accordingly, the Company considers that the issue of Director Fee Shares to each of the Directors falls within the "reasonable remuneration" exception as set out in section 211 of the Corporations Act and relies on this exception for the purposes of Resolutions 5 to 8 (inclusive). Therefore, the proposed issue of Director Fee Shares requires Shareholder approval under and for the purposes of Listing Rule 10.11 only.

8.4 Prescribed Information pursuant to Listing Rule 10.13

The following information is provided for the purposes of the Shareholder approval sought under Listing Rule 10.11, and in accordance with the requirements of Listing Rule 10.13 in respect of the proposed issue of Director Fee Shares:

Name of the persons receiving the securities <i>10.13.1</i>	The allottees are: (i) Chantale Millard (or her nominee) (Resolution 5) (ii) Andrew Silverberg (or his nominee) (Resolution 6) (iii) Catherine Cohen (or her nominee) (Resolution 7) (iv) Andrea Cutright (or her nominee) (Resolution 8)
Category under Listing Rule 10.11 <i>10.13.2</i>	Each of the persons under Resolutions 5 to 8 is a Director or former Director of the Company and falls within the category referred to in Listing Rule 10.11.1. Their nominees (if applicable) would fall within Listing Rule 10.11.4.
Number and class of securities <i>10.13.3</i>	See Table A above.
If not fully paid ordinary securities, a summary of material terms <i>10.13.4</i>	N/A.
Date of Issue <i>10.13.5</i>	If Resolutions 5 to 8 (inclusive) are approved, the Company will issue the Director Fee Shares in a single tranche immediately following the Meeting and, in any event, not later than 1 month of the Meeting (or such later date as permitted by ASX).
Issue Price <i>10.13.6</i>	The Director Fee Shares will be granted for nil cash consideration as they will be granted as part of the Director's remuneration package, and therefore no funds will be raised from the issue of Director Fee Shares.
Purpose <i>10.13.7</i>	The proposed issue of Director Fee Shares is to be made in lieu of cash payments for Director fees.

<p>Whether the issue is intended to remunerate or incentivise 10.13.8</p>	<p>Yes, the proposed issue of Director Fee Shares is intended to remunerate Directors in lieu of cash payments for Director Fees.</p> <p>Details of the current (as at the date of this Notice unless otherwise stated) total annual remuneration packages of the current Directors are set out in the table below:</p> <table border="1" data-bbox="592 353 1382 533"> <thead> <tr> <th data-bbox="592 353 1027 398">Director</th> <th data-bbox="1034 353 1382 398">Annual Remuneration</th> </tr> </thead> <tbody> <tr> <td data-bbox="592 398 1027 443">Chantale Millard (Resolution 5)</td> <td data-bbox="1034 398 1382 443">AUD \$100,000</td> </tr> <tr> <td data-bbox="592 443 1027 488">Andrew Silverberg (Resolution 6)</td> <td data-bbox="1034 443 1382 488">USD \$50,000</td> </tr> <tr> <td data-bbox="592 488 1027 533">Catherine Cohen (Resolution 7)</td> <td data-bbox="1034 488 1382 533">AUD \$60,000</td> </tr> </tbody> </table>	Director	Annual Remuneration	Chantale Millard (Resolution 5)	AUD \$100,000	Andrew Silverberg (Resolution 6)	USD \$50,000	Catherine Cohen (Resolution 7)	AUD \$60,000
Director	Annual Remuneration								
Chantale Millard (Resolution 5)	AUD \$100,000								
Andrew Silverberg (Resolution 6)	USD \$50,000								
Catherine Cohen (Resolution 7)	AUD \$60,000								
<p>Summary of material terms of agreement 10.13.9</p>	<p>Under their respective letters of appointment, each of the Director and former Directors (under Resolutions 5 to 8 (inclusive)) of the Company agreed to receive a portion of their respective Directors' fees as shares in lieu of a cash payment subject to Shareholder approval being obtained at the Meeting.</p>								
<p>Voting exclusion statement 10.13.10</p>	<p>A voting exclusion statement is set out under Resolutions 5 to 8 (inclusive) of the Notice.</p>								

8.5 Directors' Recommendation

The Directors (with Chantale Millard, Andrew Silverberg and Catherine Cohen abstaining from making a recommendation on their respective resolution) recommend that Shareholders vote **in favour** of this Ordinary Resolution.

8.6 Chair's Voting Intentions

Shareholders should be aware that any undirected proxies given to the Chair will be cast by the Chair and counted in favour of the resolutions the subject of this Meeting, including Resolutions 5 to 8, subject to compliance with the Corporations Act. In exceptional circumstances, the Chair may change their voting intention on any resolution, in which case an ASX announcement will be made

9. Resolution 9 – Approval to issue Shares to a Substantial Holder – TIGA Trading Pty Ltd (or its nominee)

9.1 Background

On 29 February 2024, TIGA Trading Pty Ltd (**TIGA Trading**), being an entity that is part of the Thorney Investment Group, entered into an At Call Loan Note Subscription Agreement (**Note Deed**), whereby TIGA Trading agreed to subscribe for a total of \$2.0 million unsecured loan notes at \$1.00 per loan note (**Loan Notes**) with such subscription being at the discretion of Tinybeans. The key terms of the Note Deed are detailed below.

The unsecured Loan Notes were to be issued on an 'at call' basis and were only required to be subscribed for by TIGA Trading following a call notice issued by the Company between 29 February and 30 September 2024.

On the basis of the successful completion of the pro-rata accelerated non-renounceable entitlement offer in May 2024 (**Entitlement Offer**) and the participation by the Thorney Investment Group in the Entitlement Offer, TIGA Trading was not required to subscribe for the Loan Notes.

In consideration, however, for entering into the Note Deed, it was agreed that the Company would issue TIGA Trading 2,750,000 Shares as an establishment fee, subject to receipt of all necessary Shareholder approvals.

Resolution 9 seeks Shareholder approval under Listing Rule 10.11 for the issue of up to 2,750,000 Shares to TIGA Trading, a substantial holder with more than 10% ownership and a nominee on the Company's Board (**Substantial Holder**) in connection with the obligations of the Company under the Note Deed.

9.2 Listing Rule 10.11

Listing Rule 10.11 provides that unless one of the exceptions in Listing Rule 10.12 applies, the Company, as a listed company, must not issue Equity Securities to persons in a position of influence without Shareholder approval.

A person in a position of influence for the purposes of Listing Rule 10.11 includes:

- (a) a Related Party;
- (b) a person who is, or was at any time in the 6 months before the issue of agreement, a substantial (30%+) holder in the Company;
- (c) a person who is, or was at any time in the 6 months before the issue or agreement, a substantial (10%+) holder in the Company and who has nominated a director to the board of the Company pursuant to a relevant agreement which gives them a right or expectation to do so;
- (d) an Associate of a person referred to in (a) to (c) above; and
- (e) a person whose relationship with the Company or a person referred to in (a) to (d) above is such that, in the ASX's opinion, the issue or agreement should be approved by Shareholders.

Tiga Trading is a Substantial Holder with more than 10% ownership and a nominee on the Company's Board for the purposes of Listing Rule 10.11. The proposed issue does not fall within any of the exceptions in Listing Rule 10.12, and therefore requires the approval of the Company's Shareholders under Listing Rule 10.11.

If approval is obtained under Listing Rule 10.11, in accordance with Listing Rule 7.2 Exception 14, separate approval is not required under Listing Rule 7.1.

If Resolution 9 is approved, the Company will be able to proceed with the issue of 2,750,000 Shares to TIGA Trading on the terms set out below.

If Resolution 9 is not approved by Shareholders, the Company will not be able to issue the 2,750,000 Shares to TIGA Trading in connection with the Note Deed.

9.3 Corporations Act

As at the date of this Notice, TIGA Trading and the broader Thorney Investment Group has a voting power of 28.04%. As at the date that is 6 months prior to the proposed date of issue of the 2,750,000 Shares, TIGA Trading and the broader Thorney Investment Group had a voting power of 28.04% (refer to substantial holder notices issued on 31 May 2024).

The 2,750,000 Shares represent approximately 1.3% of the Shares on issue in Tinybeans.

TIGA Trading and the broader Thorney Investment Group may rely on the 'creep' exception in section 611, item 9 of the Corporations Act for the issue of the 2,750,000 Shares, subject to compliance with the following:

- (a) throughout the six months before the issue of the 2,750,000 Shares, TIGA Trading and the broader Thorney Investment Group, has had voting power in the Company of at least 19%; and

- (b) as a result of the issue of the 2,750,000 Shares, TIGA Trading and the broader Thorney Investment Group would not have voting power in the Company more than 3% higher than they had 6 months before the date of issue of the 2,750,000 Shares.

9.4 Prescribed information pursuant to Listing Rule 10.11

The following information is provided for the purposes of the Shareholder approval sought under Listing Rule 10.11, and in accordance with the requirements of Listing Rule 10.13 in respect of the proposed issue of shares:

Name of the persons receiving the securities <i>10.13.1</i>	The Shares will be issued to TIGA Trading Pty Ltd (TIGA Trading) (or its nominee).	
Category under Listing Rule 10.11 <i>10.13.2</i>	TIGA Trading falls within Listing Rule 10.11.3, by virtue of being part of the Thorney Investment Group, a Substantial Holder in the Company with a nominee on the Company's Board.	
Number and class of securities <i>10.13.3</i>	A maximum number of 2,750,000 Shares is proposed to be issued to TIGA Trading.	
If not fully paid ordinary securities, a summary of material terms <i>10.13.4</i>	The Shares are fully paid ordinary shares in the Company.	
Date of Issue <i>10.13.5</i>	If Resolution 9 is approved, the Company will issue the Shares in a single tranche on 1 December 2024 and, in any event, not later than 1 month of the Meeting (or such later date as permitted by ASX).	
Issue Price <i>10.13.6</i>	The Shares will be issued for a \$nil issue price.	
Purpose <i>10.13.7</i>	The Shares are being issued to satisfy the obligations of the Company to issue 2,750,000 Shares to TIGA Trading in compliance with its obligations under the Note Deed.	
Whether the issue is intended to remunerate or incentivise <i>10.13.8</i>	The Shares are not being issued to TIGA Trading in connection with remuneration or as an incentive.	
Summary of material terms of agreement <i>10.13.9</i>	On 29 February 2024, TIGA Trading, being an entity that is part of the Thorney Investment Group, entered into a Note Deed whereby TIGA Trading agreed to subscribe for a total of \$2.0 million unsecured Loan Notes at \$1.00 per Loan Note, with such subscription being at the discretion of the Company. The key terms of the Note Deed are detailed below:	
	Subscription Period	The unsecured Loan Notes must be subscribed for by TIGA Trading following a call notice issued by the Company between 29 February and 30 September 2024.
	Establishments Fee	In consideration for entering into the Note Deed, Tinybeans will issue TIGA Trading 2,750,000 Shares as an establishment fee, subject to receipt of all necessary Shareholder approvals.
	Interest	The Loan Notes have an interest rate of 10%, increasing to 14% in the event the Shareholder approval (detailed below) is not obtained at the general meeting.
	Conversion only subject to	Once issued, the Loan Notes may be converted into Shares subject to receipt of all Shareholder approvals.

	Shareholder approval	
	Redemption	In the event the Loan Notes are issued and are not converted into Shares on or before 1 September 2025, the Loan Notes will be redeemed for cash.
	General Meeting	<p>Following the issue of the Loan Notes, a general meeting will be convened to approve:</p> <ul style="list-style-type: none"> the conversion of the Loan Notes into Shares; and the issue of the 2,750,000 Shares. <p>The number of Shares on conversion of the Loan Notes will be determined by aggregate face value of the Loan Notes plus all unpaid interest by A\$0.0765.</p>
	No requirement to provide the loan to the Company	<p>In the event:</p> <ul style="list-style-type: none"> the Company completes an equity capital raise on or before 30 September 2024 (which would include the Entitlement Offer); and no Notes have been issued under the Note Deed to TIGA Trading; and TIGA Trading (and related entities) has subscribed for \$2,000,000 or more under that Entitlement Offer (and such funds have been received on or before 30 September 2024), <p>then TIGA Trading has no obligation to pay the \$2.0 million under the Note Deed.</p> <p><i>Note: On the basis that the above was satisfied, TIGA Trading had no obligation to subscribe for the Loan Notes, even if a call notice had been issued by the Company.</i></p>
Other		<p>As at the date of this Notice, the Thorney Investment Group has a voting power of 28.04%.</p> <p>The 2,750,000 Shares represent approximately 1.3% of the Shares on issue in Tinybeans.</p> <p>Thorney Investment Group may rely on the 'creep' exception for the issue of the 2,750,000 Shares subject to compliance with the following:</p> <ul style="list-style-type: none"> throughout the six months before the issue of the 2,750,000 Shares the Thorney Investment Group, has had voting power in the Company of at least 19%; and as a result of the issue of the 2,750,000 Shares, the Thorney Investment Group would not have voting power in the Company more than 3% higher than they had six months before the date of issue of the 2,750,000 Shares.
Voting exclusion statement 10.13.10		A voting exclusion statement is set out under Resolution 9 of this Notice.

9.5 Directors' Recommendation

As Andrew Silverberg is the Thorney Investment Group's nominee appointed to the Company's Board, as a matter of good corporate governance, Mr Silverberg abstains from making a recommendation. The Directors (with Andrew Silverberg abstaining) recommend that Shareholders vote in favour of this Ordinary Resolution.

9.6 Chair's Voting Intentions

Shareholders should be aware that any undirected proxies given to the Chair will be cast by the Chair and counted in favour of the resolutions the subject of this Meeting, including this Resolution

9, subject to compliance with Corporations Act. In exceptional circumstances, the Chair may change their voting intention on any resolution, in which case an ASX announcement will be made.

10. Glossary

Term	Meaning
\$	Australian dollars.
AEDT	Australian Eastern Daylight Time.
Annual General Meeting, AGM or Meeting	means the Annual General Meeting of the Company to be held on 14 November 2024.
Annual Financial Report	means the 2024 Annual Report to Shareholders for the period ended 30 June 2024 as lodged by the Company with ASX on 29 August 2024.
ASIC	means Australian Securities and Investment Commission.
Associate	has the meaning given to it by the ASX Listing Rules.
ASX	ASX Limited ACN 008 624 691 and, where the context permits, the Australian Securities Exchange operated by ASX.
ASX Listing Rules or Listing Rules	the listing rules of ASX, as amended from time to time.
Auditor's Report	means the auditor's report of William Buck dated 29 August 2024 as included in the Annual Financial Report.
Automic	the Company's Share Registry provider Automic Pty Ltd.
Board	the board of Directors of the Company.
Business Day	means: <ul style="list-style-type: none"> • for determining when a notice, consent or other communication is given, a day that is not a Saturday, Sunday or public holiday in the place to which the notice, consent or other communication is sent; and • for any other purpose, a day (other than a Saturday, Sunday or public holiday) on which banks are open for general banking business in Sydney, New South Wales.
Chair	the person appointed to chair the Meeting convened by this Notice.
Closely Related Party	"Closely Related Party" of a member of the Key Management Personnel of the Group has the meaning ascribed to it in the Corporations Act, and the expression includes, for example, certain Key Management Personnel's family members, dependents and companies they control.
Company or Tinybeans	Tinybeans Limited ACN 168 481 614.
Constitution	the constitution of the Company as at the date of this Notice of Annual General Meeting and Explanatory Statement.
Corporations Act	the <i>Corporations Act 2001</i> (Cth).
Director	means a current director of the Company.
Director Fee Shares	means the Shares proposed to be issued to Chantale Millard, Andrew Silverberg, Catherine Cohen and Andrea Cutright, Directors and a former Director of the Company, in lieu of cash payments for Directors' fees for the period from 1 July 2023 to 30 June 2024, pro-rated for the portion of the year that the relevant director provided services.

Directors' Report	means the document entitled "Directors' Report" contained within the Annual Financial Report.
Director Options	means the issue of: <ul style="list-style-type: none"> • 3,333,333 Options with an exercise price of \$0.095 expiring on 30 June 2027; and • 6,666,667 Options with an exercise price of \$0.15 expiring on 30 June 2027, under the Employee Incentive Plan.
Employee Incentive Plan or EIP	The Employee Incentive Plan approved by Shareholders at the 2023 annual general meeting of the Company.
Entitlement Offer	the pro-rata accelerated non-renounceable entitlement offer in May 2024.
Equity Security	has the same meaning as set out in Chapter 19 of the ASX Listing Rules and Equity Securities has a corresponding meaning.
Explanatory Statement	means the explanatory statement accompanying the Notice.
Key Management Personnel or KMP	has the definition given in <i>Accounting Standards AASB 124 Related Party Disclosure</i> as those persons having authority and responsibility for planning, directing and controlling the activities of the entity, directly and indirectly, including any director (whether executive or otherwise) of that entity.
Meeting	has the meaning in the introductory paragraph of the Notice.
Notice	the notice of meeting attached to this Explanatory Statement.
Option	means an option to subscribe for a Share in the Company.
Ordinary Resolution	means a resolution passed by more than 50% of the votes cast by members entitled to vote on the Resolution.
Proxy Deadline	has the meaning in section 2.3 of the Explanatory Statement.
Proxy Form	the proxy form attached to this Notice.
Related Party	has the meaning set out in the ASX Listing Rule 10.11.
Remuneration Report	The Remuneration Report set out on pages 7 to 15 of the Company's Annual Financial Report.
Resolution	a resolution set out in the Notice.
Share	being a fully paid ordinary share in the Company.
Share Registry	being Automic Pty Ltd.
Shareholders	means the shareholders of the Company.
Special Resolution	means a resolution: <ul style="list-style-type: none"> • of which notice has been given as set out in paragraph 249L(1)(c) of the Corporations Act; and • passed by at least 75% of the votes cast by members entitled to vote on the Resolution.
Statement of Cashflows	means the consolidated Statement of Cashflows for the Company for the year ended 30 June 2024.
Statement of Financial Performance	means the consolidated statement of Profit or Loss and Other Comprehensive Income for the Company for the year ended 30 June 2024 contained within the Annual Financial Report.

Substantial Holder	means a holder in the Company's Shares with at least 10% of the total issued Shares in the Company with a nominee on the Company's Board for the purposes of ASX Listing Rule 10.11.3.
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Any inquiries in relation to the Resolutions or the Explanatory Statement should be directed to the Company Secretary by email to adam.gallagher@tinybeans.com

Annexure A

Director Option terms

1.1 Entitlement

Subject to and conditional upon any adjustment in accordance with these conditions, each Director Option entitles the holder to subscribe for 1 fully paid Share upon payment of the Exercise Price (as that term is defined below).

1.2 Exercise Price

The exercise price for the Director Options (**Exercise Price**) is as follows:

- (a) 3,333,333 options exercisable at \$0.095, vesting 6 months from date of issue and expiring on 30 June 2027;
- (b) 3,333,333 options exercisable at \$0.15, vesting 12 months from date of issue and expiring on 30 June 2027;
- (c) 3,333,333 options exercisable at \$0.15, vesting 18 months from date of issue and expiring on 30 June 2027;

In the event that the share price trades above \$0.21 for 10 trading days (10-day VWAP), at any time in the 18-month period from issue, the above time period vesting hurdles will be waived by the Company. Notwithstanding the satisfaction of the above vesting conditions, the Options will remain vested and can only be exercised if Mr. Warburton continues as a Director of the Company for a minimum of two years from his initial appointment.

1.3 Exercise Period

A Director Option is exercisable at any time on or before 5pm (Sydney time) on 30 June 2027 (**Exercise Date**). Director Options not exercised by the Exercise Date lapse.

1.4 Manner of exercise of Director Options

Each Director Option may be exercised by notice in writing addressed to the Company's registered office. The minimum number of Director Options that may be exercised at any one time is the lower of 100,000 or if the remaining balance is less than 100,000 Director Options, then that remaining balance. Payment of the Exercise Price for each Director Option must accompany each notice of exercise of Director Options. All cheques must be payable to the Company and be crossed 'not negotiable'.

1.5 Ranking of Shares

Shares issued on the exercise of Director Options will rank equally with all existing Shares on and from the date of issue in respect of all entitlement offers, bonus share issues and dividends, which have a record date for determining entitlements on or after the date of issue of those Shares.

1.6 Timing and issue of Shares

After a Director Option is validly exercised, the Company must within 5 business days after the day that the Director Option was exercised:

- (a) issue and allot the Share; and
- (b) do all such acts, matters and things to obtain the grant of quotation for the Shares on ASX.

1.7 **Director Options transferrable**

Director Options may be transferred in the same manner as Shares and may be exercised by any other person or body corporate.

1.8 **Participation in new issues**

A Director Option holder may participate in new issues of securities to holders of Shares only if and to the extent that:

- (a) a Director Option has been exercised; and
- (b) a Share has been issued in respect of the exercise before the record date for determining entitlements to the new issue.

1.9 **Adjustment for bonus issues of Shares**

If the Company makes a bonus issue of shares or other securities to existing shareholders (other than an issue in lieu or in satisfaction of dividends or by way of dividend reinvestment):

- (a) the number of Shares which must be issued on exercise of the Director Option will be increased by the number of Shares which the Director Option holder would have received if the Director Option holder had exercised the Director Option before the record date for the bonus issue; and
- (b) no change will be made to the Exercise Price.

1.10 **Reconstructions**

If at any time the issued capital of the Company is reconstructed, all rights of a holder of a Director Option are to be changed in a manner consistent with the Corporations Act and the ASX Listing Rules at the time of the reconstruction.

If there is any reconstruction of the issued share capital of the Company, the number of shares to which a holder of Director Options is entitled, and/or the Exercise Price, must be reconstructed in a manner which complies with the Listing Rules (which will not result in any benefits being conferred on that Option holder which are not conferred on shareholders and subject to the provisions with respect to rounding of entitlements as sanctioned by the meeting of shareholders approving the reconstruction of capital), but in all other respects, the terms for the exercise of a Director Option will remain unchanged.

Annexure B

Director Option Valuation

In determining the fair value of the Director Options a Black-Scholes Option Pricing (**BSOP**) methodology, was used which utilises the Black-Scholes-Merton model.

Based on the inputs and assumptions discussed below, the resulting fair value for the Director Options is summarised in Table 1 below.

Table 1: Valuation Conclusion				
Tranche	# of equity instruments	Probability of achievement ¹	Value per Option	Concluded value
	(a)	(b)	(c)	(d) = (a)*(b)*(c)
Tranche 1	3,333,333	100.0%	\$0.0440	\$146,667
Tranche 2	3,333,333	100.0%	\$0.0357	\$119,000
Tranche 3	3,333,333	100.0%	\$0.0357	\$119,000
Total	9,999,999			\$384,667

Table A2-1 below summarises the key inputs used in the BSOP methodology, and is followed by an explanation of each of the six key inputs and how they were determined.

Table A2-1: BSOP Inputs			
Input	Values at Valuation Date		
	Tranche 1	Tranche 2	Tranche 3
i. Underlying share price	\$0.081	\$0.081	\$0.081
ii. Exercise price	\$0.095	\$0.150	\$0.150
iii. Term	2.63 yrs	2.63 yrs	2.63 yrs
iv. Risk-free rate	3.446%	3.446%	3.446%
v. Dividend yield	Nil	Nil	Nil
vi. Volatility (rounded)	95.0%	95.0%	95.0%

i. Underlying share price

Being the price of the Company's shares at the close of the market on the Valuation Date.

ii. Exercise price

The exercise prices for the Director Options are as listed in Table A2-1 above.

iii. Term

Being the period from the estimated Grant Date (14 November 2024) to the Expiry Date of 30 June 2027.

iv. Risk-free rate

The risk-free rate was determined to be the yield-to-maturity of an Australian government bond on the Valuation Date and with a term of equal duration to each tranche. The government bond interest rates were taken from data provider S&P Capital IQ for the government bonds quoted on the Australian Office of Financial Management website (<https://www.aofm.gov.au/securities/treasury-bonds>). As the term of the Director Options did not match the any term-to-maturity for the Australian government bonds as at the Valuation Date, linear interpolation was used to determine the risk-free rate.

v. Dividends

The dividend yield was assumed to be nil as no dividend has been recently paid by the Company and it was assumed that this trend would continue over the term of the Director Options.

vi. Volatility

In accordance with AASB 2 paragraph B22, Volatility was determined to be the annualised standard deviation of the continuously compounded change in price of the Company's shares. For each Tranche, the volatility was calculated using the daily, weekly, and monthly share prices for a period prior to the Valuation Date and of equal duration to the term of each tranche (or as long as the shares have been publicly traded). We also considered the volatility over difference calculation periods (from 6-months to 60-months) to determine an appropriate go-forward volatility. A summary of the volatility calculations is set out below:

Based on the foregoing methodology and inputs, and before any other considerations, the value of the Director Options is determined to be to be:

Tranche 1 - \$0.0440 per Director Option

Tranche 2 - \$0.0357 per Director Option

Tranche 3 - \$0.0357 per Director Option

Table A2-2: Volatility Summary – tranche term calculation period

Tranche	Tranche 1 – 3		
	Daily	Weekly	Monthly
Interval of changes in share price			
End date (Valuation Date)	24/09/2024	24/09/2024	24/09/2024
Period (days)	1,009	1,009	1,009
Period (months)	31.53 mths	31.53 mths	31.53 mths
Period (yrs)	2.63 yrs	2.63 yrs	2.63 yrs
Start date	20/12/2021	20/12/2021	20/12/2021
Workings			
Beginning of period (Trading day)	20/12/2021	20/12/2021	20/12/2021
Trading segments in period (Days/Weeks/Months)	697	144	33
Standard deviation of price change	6.9%	13.9%	21.7%
Annualised Volatility	109.4%	100.6%	75.1%

Table A2-3: Volatility Summary – various calculation periods

Calculation date:		24-Sep-24	24-Sep-24	24-Sep-24
Calculation Period	Weight	Change in share price		
		Daily	Weekly	Monthly
6 mths	0.0	94.9%	100.4%	81.5%
12 mths	1.0	99.4%	92.9%	81.1%
15 mths	0.0	103.7%	91.9%	77.3%
18 mths	0.0	118.3%	118.1%	74.4%
21 mths	0.0	118.5%	114.5%	73.6%
24 mths	0.0	115.1%	107.9%	69.4%
30 mths	1.0	112.2%	104.0%	77.1%
36 mths	0.0	107.0%	98.4%	76.1%
42 mths	0.0	101.0%	93.1%	72.6%
48 mths	0.0	98.7%	89.3%	71.7%
54 mths	0.0	98.3%	86.9%	69.7%
60 mths	0.0	99.0%	90.0%	83.6%
Average		105.5%	99.0%	75.7%
Median		102.4%	95.8%	75.3%
Average entire series		93.4%		
Median entire series		94.0%		
Weighted average		105.8%	98.4%	79.1%
Weighted median		105.8%	98.4%	79.1%
Weighted average (Daily, Weekly, Monthly)		94.4%		
Weighted median (Daily, Weekly, Monthly)		96.1%		

Chosen Volatility: 95.0%

Non-market based vesting conditions

Per paragraph 19 and 20 of AASB 2, any non-market based vesting conditions are taken into account in the valuation of the Director Options by adjusting the number of equity instruments included in the measurement. The Company must estimate the probability of achievement of any non-market-based vesting condition (expressed as a % probability) and apply that percentage to the total number of instruments comprising the Director Options, to determine the number of equity instruments expected to vest as at the Valuation Date. Given the non-market-based vesting conditions and employment condition, the Company should estimate the probability of achievement of these conditions for each tranche and apply that percentage to the total number of Director Options comprising each tranche. For the purposes of this valuation, it is assumed that the likelihood of meeting the vesting and employment conditions was 100%.

Annexure C

Summary of Employee Incentive Plan

A summary of the key terms of the Employee Incentive Plan (**Incentive Plan**), for which shareholder approval is being sought under Resolution 4, is set out in the table below.

Terms	Summary
Eligibility	<p>The Board has the discretion to determine which executives and employees are eligible to participate in the Incentive Plan (Eligible Employees). The definition of employee under the Incentive Plan includes any full-time or part-time employees and directors of the Company or a group company, being a body corporate that is a related body corporate of the Company, a body corporate that has voting power in the Company of not less than 20% or a body corporate in which the Company has voting power of not less than 20% (Group Company). The definition of director includes non-executive directors.</p>
Awards	<p>The awards available under the Incentive Plan include:</p> <ul style="list-style-type: none"> • Options, which are rights to be issued a share upon payment of the price payable per share to exercise the option (or other award) (Exercise Price) and satisfaction of the conditions specified in the offer that must be satisfied before the Option (or other award) is no longer subject to forfeiture (Vesting Conditions); • Performance Rights, which are rights to be issued a share for nil Exercise Price upon the satisfaction of Vesting Conditions specified in the offer; • Service Rights, which are rights to be issued a share for nil Exercise Price upon the satisfaction of Vesting Conditions that relate only to the continued employment of the employee; • Deferred Share Awards, which are shares issued to employees; • Exempt Share Awards, which are shares issued for no consideration or at an issue price which is a discount to the market price with the intention that up to \$1,000 of the total value or discount received by each employee will be exempt from tax; • Cash Rights, which are rights to be issued a cash payment for nil Exercise Price upon the satisfaction of Vesting Conditions specified in the offer; and • Stock Appreciation Rights, which are rights designated as a stock appreciation right, <p>(collectively, the Awards). A Participant is an Eligible Employee to whom Awards are offered to.</p> <p>The Board has the discretion to set the terms and conditions on which it will offer Awards under the Incentive Plan. Awards issued under the Incentive Plan may be issued at no cost to Eligible Employees.</p>
Offer	<p>The Company can offer Awards to Eligible Employees (Offer).</p> <p>Each Offer must be in writing, include a blank application form (if acceptance is required) which will allow the Eligible Employee to provide its written acceptance of the Offer, and specify the following:</p> <ul style="list-style-type: none"> • the name and address of the Eligible Employee to whom the Offer is made; • the type of Awards being offered; • the number of Awards being offered; • the conditions on the Offer (Offer Conditions); • the date on which the Company issues the Award to the Eligible Employee (Date of Grant); • any Vesting Conditions; • the price to be paid for the issue of a Share (Issue Price) and/or Exercise Price for the Awards; • the fee payable on the grant of an Award (Fee) (if any); • the date on which an Award lapses (Expiry Date) and the period commencing on the Date of Grant and ending on the Expiry Date (Term) (if any); • any period during which Awards, or Shares issued on exercise of Awards, must not be sold or disposed of (Restriction Period); • any other terms or conditions that the Board decides to include; and • any other matters required to be specified in the Offer by either the Corporations Act or the Listing Rules.

	The Eligible Employee can accept the Offer by completing and returning the application form which confirms their acceptance of the Offer (Application) and making or directing payment of the total amount payable for the Awards accepted under the Offer.
Maximum number of Awards under the Incentive Plan	<p>An offer of Awards may only be made under the Incentive Plan if the aggregation of the following:</p> <ul style="list-style-type: none"> the number of shares that may be acquired on exercise or conversion of the Options, Performance Rights, Service Rights, Stock Appreciation Rights, or issued on issue of Deferred Share Awards or Exempt Share Awards; and the number of shares issuable if each outstanding Option, Performance Right, Service Right and Stock Appreciation Right were exercised and Deferred Share Award and Exempt Share Award were issued pursuant to the Incentive Plan or any other employee incentive scheme during the previous 3 years, <p>does not exceed 5% of the total number of Shares on issue at the time of the proposed issue.</p> <p>For the avoidance of doubt, the percentage detailed above excludes:</p> <ul style="list-style-type: none"> any Award issued under section 708 of the Corporations Act or to Participants lawfully made outside of Australia; any Awards that have lapsed without being exercised; and any Award where payment is not required from an Eligible Employee.
Vesting conditions	<p>The Board may determine that the Awards will be subject to conditions and, if so, will specify those Vesting Conditions in the offer to each Eligible Employee. The Board has discretion to define any Vesting Conditions, which may include conditions relating to continuous employment, performance of the Eligible Employee and/or the Company or the occurrence of specific events.</p> <p>Awards will vest to the extent that the applicable Vesting Conditions are satisfied, and the Board retains discretion to waive the satisfaction of the Vesting Conditions in certain approved circumstances.</p>
Rights attaching to Shares	<p>The Shares issued under the Incentive Plan will upon allotment:</p> <ul style="list-style-type: none"> be credited as fully paid; rank equally for dividends and other entitlements where the record date is on or after the date of allotment, but will carry no right to receive any dividend or entitlement where the record date is before the date of allotment; be subject to any restrictions imposed under the Incentive Plan; and otherwise rank equally with the existing issued Shares at the time of allotment.
Dividends	<p>A Participant will have a vested and indefeasible entitlement to any dividends declared and distributed by the Company on Shares allotted and issued, or transferred, by the Company to a Participant in respect of an Award (Plan Shares) which, at the books closing date for determining entitlement to those dividends, are standing to the account of the Participant.</p> <p>The Participant may participate in any dividend reinvestment plan operated by the Company in respect of Plan Shares held by the Participant and such participation must be in respect of all Plan Shares held by the Participant. Shares issue under any dividend reinvestment plan operated by the Company will not be subject to any restrictions on dealing.</p>
Voting rights	A Participant may exercise any voting rights attaching to Plan Shares registered in the Participant's name.
Quotation	As soon as practicable after the date of the allotment of Shares, the Company will apply for official quotation of such Shares on the ASX.
Ceasing employment	On the occurrence of cessation of employment for any reason, the Board will determine, in its sole and absolute discretion, the manner in which all unvested and vested Awards will be dealt with, including the application of any clawback policy.
Change of control	If a change of control of the Company occurs, the Board will determine, in its sole and absolute discretion, the manner in which all unvested and vested Awards will be dealt with.

Restrictions	Without the prior approval of the Board, Awards may not be sold, transferred, mortgaged, pledged, charged, granted as security or otherwise disposed of during the Restriction Period.
Pro rata bonus issues	If the Company makes a pro rata bonus issue to holders of Awards or Shares in which a restriction on sale or disposal applies (Restricted Award), the Shares issued to Participants under the pro rata bonus issue will be subject to the balance of the Restriction Period that applied to the Restricted Award.
Takeovers	If a takeover bid is made to acquire all of the issued Shares of the Company, or a scheme of arrangement, selective capital reduction or other transaction is initiated which has an effect similar to a full takeover bid for Shares in the Company, then Participants are entitled to accept the takeover bid or participate in the other transaction in respect of all or part of their Awards other than Exempt Share Awards notwithstanding that the Restriction Period in respect of such Awards has not expired.
Hedging unvested Awards	Participants must not enter into transactions or arrangements, including by way of derivatives or similar financial products, which limit the economic risk of holding unvested Awards.
Adjustments	<p>New issue of Shares: A Participant is not entitled to participate in a new issue of Shares or other securities made by the Company to holders of its Shares without exercising the Awards before the record date for the relevant issue.</p> <p>Bonus issues: If, prior to the exercise of an Award, the Company makes a pro-rata bonus issue to the holders of its Shares, and the Award is not exercised prior to the record date in respect of that bonus issue, the Award will, when exercised, entitle the holder to one Share plus the number of bonus shares which would have been issued to the holder if the Award had been exercised prior to the record date.</p> <p>Other reorganisations of capital: If, prior to the exercise of an Award, the Company undergoes a reorganisation of capital (other than by way of a bonus issue or issue for cash) the terms of the Awards of the Participant will be changed to the extent necessary to comply with the Listing Rules as they apply at the relevant time.</p>
Commencement, suspension, termination and amendment of the Incentive Plan	The Incentive Plan may be suspended, terminated or amended at any time by the Board, subject to any resolution of the Company required by the Listing Rules.

Your proxy voting instruction must be received by **10.00am (AEDT) on Tuesday, 12 November 2024**, being **not later than 48 hours** before the commencement of the Meeting. Any Proxy Voting instructions received after that time will not be valid for the scheduled Meeting.

SUBMIT YOUR PROXY

Complete the form overleaf in accordance with the instructions set out below.

YOUR NAME AND ADDRESS

The name and address shown above is as it appears on the Company's share register. If this information is incorrect, and you have an Issuer Sponsored holding, you can update your address through the investor portal: <https://investor.automic.com.au/#/home> Shareholders sponsored by a broker should advise their broker of any changes.

STEP 1 – APPOINT A PROXY

If you wish to appoint someone other than the Chair of the Meeting as your proxy, please write the name of that Individual or body corporate. A proxy need not be a Shareholder of the Company. Otherwise if you leave this box blank, the Chair of the Meeting will be appointed as your proxy by default.

DEFAULT TO THE CHAIR OF THE MEETING

Any directed proxies that are not voted on a poll at the Meeting will default to the Chair of the Meeting, who is required to vote these proxies as directed. Any undirected proxies that default to the Chair of the Meeting will be voted according to the instructions set out in this Proxy Voting Form, including where the Resolutions are connected directly or indirectly with the remuneration of Key Management Personnel.

STEP 2 - VOTES ON ITEMS OF BUSINESS

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

APPOINTMENT OF SECOND PROXY

You may appoint up to two proxies. If you appoint two proxies, you should complete two separate Proxy Voting Forms and specify the percentage or number each proxy may exercise. If you do not specify a percentage or number, each proxy may exercise half the votes. You must return both Proxy Voting Forms together. If you require an additional Proxy Voting Form, contact Automic Registry Services.

SIGNING INSTRUCTIONS

Individual: Where the holding is in one name, the Shareholder must sign.

Joint holding: Where the holding is in more than one name, all Shareholders should sign.

Power of attorney: If you have not already lodged the power of attorney with the registry, please attach a certified photocopy of the power of attorney to this Proxy Voting Form when you return it.

Companies: To be signed in accordance with your Constitution. Please sign in the appropriate box which indicates the office held by you.

Email Address: Please provide your email address in the space provided.

By providing your email address, you elect to receive all communications despatched by the Company electronically (where legally permissible) such as a Notice of Meeting, Proxy Voting Form and Annual Report via email.

CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Meeting the appropriate 'Appointment of Corporate Representative' should be produced prior to admission. A form may be obtained from the Company's share registry online at <https://automic.com.au>.

Lodging your Proxy Voting Form:

Online

Use your computer or smartphone to appoint a proxy at <https://investor.automic.com.au/#/loginsah> or scan the QR code below using your smartphone

Login & Click on 'Meetings'. Use the Holder Number as shown at the top of this Proxy Voting Form.



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