

2023 AGM Notice of Meeting

Thrive Tribe Technologies Limited (ASX: 1TT) gives notice of its upcoming Annual General Meeting of Shareholders (**Meeting**). The Meeting will be held as follows:

Date	Friday, 24 November 2023
Time	11:00 am (AEDT)
Venue	At the offices of Thomson Geer, Level 14, 60 Martin Place, Sydney NSW 2000.

The attached Notice of Meeting (including explanatory statement and proxy form) provides details of the items of business to be considered by Shareholders.

Shareholders are encouraged to attend or, if unable to attend, to vote on the motions proposed by appointing a proxy or using any other means included in the Notice of Meeting.

– ENDS –

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

For further information, please contact:

Thrive Tribe Technologies Limited

Wes Culley

Executive Director

T: +61 2 9236 7229

E: info@thrivetribetech.com

Notice of Meeting

2023

ANNUAL GENERAL MEETING

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

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

Thrive Tribe Technologies Limited
ABN 64 600 717 539

Thrive Tribe Technologies Limited (**Company** or **Thrive Tribe**) gives notice that an Annual General Meeting (**AGM** or **Meeting**) of Shareholders will be held on:

Friday, 24 November 2023 at 11.00am (AEDT) at the offices of Thomson Geer, Level 14, 60 Martin Place, Sydney NSW 2000.

It is recommended that Shareholders read the Notice of Meeting and Explanatory Statement in full and seek professional advice if they are uncertain about how they should cast their votes at the Meeting.

Capitalised terms are defined in the Glossary.

VOTING ELIGIBILITY

The Directors have determined pursuant to regulation 7.11.37 of the *Corporations Regulations 2001* (Cth) that the persons eligible to vote at the Meeting are those who are registered Shareholders of the Company as at 7.00 pm Wednesday, 22 November 2023 (AEDT).

POLL VOTING

Each resolution considered at the Meeting will be conducted by a poll rather than on a show of hands. The Board and the Chairman consider that voting by poll is in the interests of the Shareholders as a whole.

VOTING BY PROXY

The Proxy Form has been enclosed with this Notice.

For your vote to be effective it must be recorded before 11:00 am AEDT on Wednesday, 22 November 2023.

A Shareholder entitled to vote at an AGM is entitled to appoint a proxy to participate and vote on the Shareholder's behalf. A Shareholder who is entitled to cast two or more votes may appoint up to two proxies and may specify the proportion or number of the Shareholder's votes each proxy is entitled to exercise. If two proxies are appointed but no proportion or number is specified, each proxy may exercise half of the Shareholder's votes. If the specified proportion or number of votes exceeds that which the Shareholder is entitled to, each proxy may exercise half of the Shareholder votes. Any fractions of votes brought about by the apportionment of votes to a proxy will be disregarded.

A proxy has the same rights as a Shareholder to speak at the Meeting and to vote (but only to the extent permitted by law). Shareholders who have appointed a proxy may still participate in the Meeting. The proxy is not revoked by the Shareholder participating and taking part in the meeting, unless the Shareholder actually votes at the meeting on a resolution for which the proxy is proposed to be used.

Where more than one joint holder votes, the vote of the holder whose name appears first in the register of Shareholders shall be accepted to the exclusion of the others, regardless of whether the vote is by proxy, by representative or by attorney.

A proxy need not be a Shareholder of the Company and may be an individual or a body corporate. If a Shareholder appoints a body corporate as a proxy, that body corporate will need to ensure it:





- appoints an individual as its corporate representative to exercise its powers at the meeting, in accordance with section 250D of the Corporations Act; and

- provides satisfactory evidence of the appointment of its corporate representative to the Company at least 48 hours prior to commencement of the meeting.

If such evidence is not received at least 48 hours prior to the commencement of the Meeting, then the body corporate proxy (through its representative) will not be permitted to act as the Shareholder's proxy.

Proxy forms (and if the appointment is signed by the appointer's attorney, the original authority under which the appointment was signed or a certified copy of the authority) must be received by the Company's Share Registry, Boardroom Pty Limited, by 11.00 am (AEDT) on Wednesday, 22 November 2023

A proxy may be lodged with Boardroom Pty Limited:

 Online	https://www.votingonline.com.au/1TTagm2023
 By Fax	+ 61 2 9290 9655
 By Mail	GPO Box 3993, Sydney NSW 2001 Australia
 In Person	Level 8, 210 George St, Sydney NSW 2000 Australia

UNDIRECTED PROXIES

The Chairman intends to vote all undirected proxies **IN FAVOUR** of each resolution.

CORPORATE REPRESENTATIVE

Any corporate Shareholder who has appointed a person to act as its corporate representative at the Meeting should provide that person with a certificate or letter executed in accordance with the Corporations Act authorising him or her to act as that company's representative. The authority can be mailed or faxed to the Company at least 24 hours before the Meeting. Alternatively, this document can be lodged at the registration desk on the day of the Meeting.

BUSINESS OF THE MEETING

FINANCIAL STATEMENTS AND REPORTS

To receive and consider the Financial Statements, the Directors' Report, and the Independent Auditor's Report of Thrive Tribe Technologies Limited contained within the Thrive Tribe Annual Report for the 12-month period to 30 June 2023.

RESOLUTION 1: ADOPTING THE REMUNERATION REPORT

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

"That the Company adopt the Remuneration Report as set out in the Directors' Report of Thrive Tribe Technologies Limited for the year ended 30 June 2023 in accordance with Section 250R(2) of the Corporations Act 2001."

RESOLUTION 2: RE-ELECTION OF JOSHUA QUINN AS A DIRECTOR

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

"That, for the purposes of clause 40.2 of the Constitution and ASX Listing Rule 14.4 and for all other purposes, Joshua Quinn, a Director who was last elected on 13 January 2021, retires, and being eligible, be re-elected as a Director of the Company."

RESOLUTION 3: ADDITIONAL 10% PLACEMENT CAPACITY APPROVAL

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

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

VOTING EXCLUSION STATEMENTS

The Corporations Act and the ASX Listing Rules contain prohibitions on certain individuals voting on specific resolutions being considered at general meetings of companies due to potential or perceived conflicts of interest.

As set out below, Thrive Tribe has established procedures to appropriately manage 'voting exclusions' which will minimise the risk of excluded votes being cast or counted as well as ensuring that all eligible votes are included.

RESOLUTION 1: REMUNERATION REPORT

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

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

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

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

RESOLUTION 3: ADDITIONAL 10% PLACEMENT CAPACITY APPROVAL

The Company will disregard any votes cast in favour of the Resolution by or on behalf of any person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the entity) or any associates of that person.

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

- (a). a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way; or
- (b). the Chair of the Meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or
- (c). a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and
 - (ii) the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Under ASX Listing Rule 14.11.1 and the notes under that rule about ASX Listing Rule 7.1A, as at the date of this Notice of Meeting it is not known who may participate in the proposed issue (if any). On that basis, no Shareholders are currently excluded from voting.

By Order of the Board



Joshua Quinn
Company Secretary
24 October 2023

EXPLANATORY STATEMENT

This Explanatory Statement accompanies the notice of an Annual General Meeting of the Company to be held on Friday, 24 November 2023 at 11.00am (AEDT) at the offices of Thomson Geer, Level 14, 60 Martin Place, Sydney NSW 2000.

The Explanatory Statement has been prepared to assist Shareholders in determining how to vote on the resolutions set out in the Notice of Meeting and is intended to be read in conjunction with the resolutions.

FINANCIAL STATEMENTS AND REPORTS

This item allows Shareholders the opportunity to receive and consider the Financial Statements of the Company and the Reports of the Directors and Auditor for the financial year ended 30 June 2023. Under Section 317 of the Corporations Act, the Company is required to lay these three reports that together comprise the Company's Annual Report before its Shareholders at its Annual General Meeting.

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

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

RESOLUTION 1: ADOPTING THE REMUNERATION REPORT (ADVISORY VOTE)

General

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

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

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

Voting Consequences

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

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

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

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

Previous Voting Result

At the 2022 annual general meeting, less than 25% of votes were cast against the remuneration report. Accordingly, the Spill Resolution is not relevant for this Meeting.

Board's approach to Executive Remuneration

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

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

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

Board Recommendation

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

RESOLUTION 2: RE-ELECTION OF JOSHUA QUINN AS A DIRECTOR

General

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

Having last been elected at the annual general meeting held on 13 January 2021, Joshua Quinn will retire in accordance with the Constitution and ASX Listing Rule 14.4 and being eligible, seeks re-election from Shareholders.

Qualifications and Experience

Joshua is currently a Non-Executive Director on the Board having over 20 years of experience in private practice within Business Services and Corporate Tax teams of Big 4 and leading Mid-Tier Firms providing business and taxation advice and compliance services to high net wealth individuals, private family groups, listed corporation and multinationals.

He has experience with all aspects of Australian taxation and accounting including income tax, capital gains tax, tax provisions, tax consolidation, tax audits and tax compliance.

Independence

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

Board Recommendation

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

RESOLUTION 3:**ADDITIONAL 10% PLACEMENT CAPACITY APPROVAL****General**

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

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

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

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

D = 10%

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

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

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

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

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

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

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

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

Information required by ASX Listing Rule 7.3A

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

(a). Minimum Price

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

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

(b). Date of Issue

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

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

(10% Placement Capacity Period).**(c). Risk of Voting Dilution**

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

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

The table shows the dilution of existing Shareholders calculated in accordance with the formula outlined in ASX Listing Rule 7.1A.2, on the basis of the market price and the number of Shares on issue as at 11 October 2023.

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

		Dilution			
Number of Shares on issue (Variable A in ASX Listing Rule 7.1A.2)*		Shares issued – 10% voting dilution	Issue Price		
			0.013	0.026	0.052
			50% Decrease	Issue Price	100% Increase
			Funds Raised		
Current	296,621,519	29,662,152	\$385,608	\$771,216	\$1,542,432
50% Increase	444,932,279	44,493,228	\$578,412	\$1,156,824	\$2,313,648
100% Increase	593,243,038	59,324,304	\$771,216	\$1,542,432	\$3,084,864

*the number of Shares on issue (Variable A in the formula) could increase as a result of the issue of Shares that do not require Shareholder approval (such as under a pro-rata issue under a takeover offer) or that are issued with Shareholder approval under ASX Listing Rule 7.1.

The table above is based on the following assumptions:

- 1) There are currently 296,621,519 Shares on issue;
- 2) The issue price set out above is the closing price of the Shares on the ASX on 11 October 2023;
- 3) the Company issues the maximum possible number of Equity Securities under the 10% Placement Capacity;
- 4) the Company has not issued any Equity Securities in the 12 months prior to the Meeting that were not issued under an exception in the ASX Listing Rule 7.2 or with approval under ASX Listing Rule 7.1 and 7.4;
- 5) The issue of Equity Securities under the 10% Placement Capacity consists only of Shares. It is assumed that no options are exercised into Shares before the date of issue of the Equity Securities;
- 6) The calculations above do not show the dilution that any one particular Shareholder will be subject to. All Shareholders should consider the dilution caused to their own shareholding depending on their specific circumstances;
- 7) This table does not set out any dilution pursuant to approvals under ASX Listing Rule 7.1 unless otherwise disclosed;
- 8) Funds Raised in the table have been rounded to the nearest full dollar;
- 9) The 10% voting dilution reflects the aggregate percentage dilution against the issued share capital at the time of issue. This is why the voting dilution is shown in each example as 10%; and
- 10) The table does not show an example of dilution that may be caused to a particular Shareholder by reason of placement under the 10% Placement Capacity, based on that Shareholder's holding at the date of the Meeting.

Shareholders should note that there is a risk that:

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

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

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

The Company may issue Equity Securities under the 10% Placement Capacity for cash consideration such as when the Company intends to use funds raised for ongoing development costs, working capital, business generation and marketing activities of the Company.

The Company will comply with the disclosure obligations under ASX Listing Rule 7.1A.4 upon the issue of any Equity Securities.

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

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

- 1) State in its announcement of the proposed issue of Equity Securities under ASX Listing Rule 3.10.3 or in its application for quotation of the Equity Securities under ASX Listing Rule 2.7 that the Equity Securities are being issued under ASX Listing Rule 7.1A; and
- 2) Give to ASX immediately after the issue a list of names of the persons to whom the Company issued the Equity Securities issued to each (not for release to the market).

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

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

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

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

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

The Company previously obtained approval from its Shareholders pursuant to ASX Listing Rule 7.1A at its annual general meeting held on 30 November 2022 (**Previous Approval**).

The Company has not issued any Shares pursuant to the Previous Approval.

(h). Voting Exclusion

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

Board Recommendation

The Board of the Company believes that Resolution 3 is in the best interests of the Company and unanimously recommends that Shareholders vote in favour of this Resolution.

GLOSSARY

\$ means an Australian dollar.

AEDT means Australia Eastern Daylight Time as observed in NSW.

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

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

ASX Listing Rules means the Listing Rules of ASX.

Board means the current board of Directors of the Company.

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

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

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

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

Constitution means the Company's constitution.

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

Directors means the directors of the Company.

Equity Securities includes a share, a unit in a trust, a right to a share or unit in a trust or option, an option over an issued or unissued security, a convertible security, or, any security that ASX decides to classify as an equity security.

Explanatory Statement means the explanatory statement accompanying the Notice.

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

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

Proxy Form means the proxy form accompanying the Notice.

Related Party as defined in section 288 of the Corporations Act and Chapter 19 of the ASX Listing Rules.

Remuneration Report means the remuneration report set out in the Director's report section of the Company's annual financial report for the year ended 30 June 2023.

Resolution means a resolution set out in the Notice.

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

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

Shareholder means a holder of a Share.

All Correspondence to:

✉ **By Mail** Boardroom Pty Limited
GPO Box 3993
Sydney NSW 2001 Australia

📠 **By Fax:** +61 2 9290 9655

💻 **Online:** www.boardroomlimited.com.au

📞 **By Phone:** (within Australia) 1300 737 760
(outside Australia) +61 2 9290 9600

YOUR VOTE IS IMPORTANT

For your vote to be effective it must be recorded **before 11:00am on Wednesday, 22 November 2023**

🖥️ TO APPOINT A PROXY ONLINE

📱 BY SMARTPHONE

STEP 1: VISIT <https://www.votingonline.com.au/1TTagm2023>

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

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



Scan QR Code using smartphone
QR Reader App

TO VOTE BY COMPLETING THE PROXY FORM

STEP 1 APPOINTMENT OF PROXY

Indicate who you want to appoint as your Proxy.

If you wish to appoint the Chair of the Meeting as your proxy, mark the box. If you wish to appoint someone other than the Chair of the Meeting as your proxy please write the full name of that individual or body corporate. If you leave this section blank, or your named proxy does not attend the meeting, the Chair of the Meeting will be your proxy. A proxy need not be a securityholder of the company. Do not write the name of the issuer company or the registered securityholder in the space.

Appointment of a Second Proxy

You are entitled to appoint up to two proxies to attend the meeting and vote. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by contacting the company's securities registry or you may copy this form.

To appoint a second proxy you must:

- (a) complete two Proxy Forms. On each Proxy Form state the percentage of your voting rights or the number of securities applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded.
- (b) return both forms together in the same envelope.

STEP 2 VOTING DIRECTIONS TO YOUR PROXY

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

Proxy which is a Body Corporate

Where a body corporate is appointed as your proxy, the representative of that body corporate attending the meeting must have provided an "Appointment of Corporate Representative" prior to admission. An Appointment of Corporate Representative form can be obtained from the company's securities registry.

STEP 3 SIGN THE FORM

The form **must** be signed as follows:

Individual: This form is to be signed by the securityholder.

Joint Holding: where the holding is in more than one name, all the securityholders should sign.

Power of Attorney: to sign under a Power of Attorney, you must have already lodged it with the registry. Alternatively, attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: this form must be signed by a Director jointly with either another Director or a Company Secretary. Where the company has a Sole Director who is also the Sole Company Secretary, this form should be signed by that person. **Please indicate the office held by signing in the appropriate place.**

STEP 4 LODGEMENT

Proxy forms (and any Power of Attorney under which it is signed) must be received no later than 48 hours before the commencement of the meeting, therefore by **11:00am on Wednesday, 22 November 2023**. Any Proxy Form received after that time will not be valid for the scheduled meeting.

Proxy forms may be lodged using the enclosed Reply Paid Envelope or

💻 **Online** <https://www.votingonline.com.au/1TTagm2023>

📠 **By Fax** + 61 2 9290 9655

✉ **By Mail** Boardroom Pty Limited
GPO Box 3993,
Sydney NSW 2001 Australia

👤 **In Person** Boardroom Pty Limited
Level 8, 210 George Street
Sydney NSW 2000 Australia

Attending the Meeting

If you wish to attend the meeting please bring this form with you to assist registration.

Your Address
This is your address as it appears on the company's share register. If this is incorrect, please mark the box with an "X" and make the correction in the space to the left. Securityholders sponsored by a broker should advise their broker of any changes.
Please note, you cannot change ownership of your securities using this form.

PROXY FORM

STEP 1 APPOINT A PROXY

I/We being a member/s of Thrive Tribe Technologies Limited (Company) and entitled to attend and vote hereby appoint:

the Chair of the Meeting (mark box)

OR if you are **NOT** appointing the Chair of the Meeting as your proxy, please write the name of the person or body corporate (excluding the registered securityholder) you are appointing as your proxy below

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chair of the Meeting as my/our proxy at the Annual General Meeting of the Company to be held at **Thomson Geer, Level 14, 60 Martin Place, Sydney NSW 2000 on Friday, 24 November 2023 at 11:00am (AEDT)** and at any adjournment of that meeting, to act on my/our behalf and to vote in accordance with the following directions or if no directions have been given, as the proxy sees fit.

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

The Chair of the Meeting intends to vote undirected proxies in favour of each of the items of business.

STEP 2 VOTING DIRECTIONS

* If you mark the Abstain box for a particular item, you are directing your proxy not to vote on your behalf on a show of hands or on a poll and your vote will not be counted in calculating the required majority if a poll is called.

		For	Against	Abstain*
Resolution 1	Adopting the Remuneration Report	<div></div>	<div></div>	<div></div>
Resolution 2	Re-election of Joshua Quinn as a Director	<div></div>	<div></div>	<div></div>
Resolution 3	Additional 10% Placement Capacity Approval	<div></div>	<div></div>	<div></div>

STEP 3 SIGNATURE OF SECURITYHOLDERS

This form must be signed to enable your directions to be implemented.

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director / Company Secretary

Contact Name.....

Contact Daytime Telephone.....

Date / / 2023