

23 April 2026

## 2026 Notice of Extraordinary General Meeting

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

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Date	Monday, 25 May 2026
Time	9:30am (AEST)
Venue	At the offices of Thomson Geer, Level 14, 60 Martin Place, Sydney NSW 2000.

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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 resolutions 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

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# Notice of Extraordinary General Meeting

2026

**EXTRAORDINARY GENERAL MEETING**

Monday, 25 May 2026  
9:30am (AEST)

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 Extraordinary General Meeting (**Meeting**) of Shareholders will be held on:

**Monday, 25 May 2026 at 9:30am (AEST) 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 7:00pm Saturday, 23 May 2026 (AEST).

#### 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 Chair 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 9:30am AEST on Saturday 23 May 2026.**

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

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

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

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

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

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

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

Proxy forms (and if the appointment is signed by the appointer's attorney, the original authority under which the appointment was signed or a certified copy of the authority) must be received by the Company's Share Registry, Boardroom Pty Limited, by 9:30am (AEST) on Saturday, 23 May 2026.

A proxy may be lodged with Boardroom Pty Limited:

- 🖥 Online <https://www.votingonline.com.au/1TTegm2026>
- ☎ 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

#### UNDIRECTED PROXIES

The Chair 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****RESOLUTION 1:****RATIFICATION OF PRIOR ISSUE OF THE JANUARY 2026 PLACEMENT OPTIONS**

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

*“That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 20,000,000 unlisted Options issued to the Lead Manager on 28 January 2026 under the Company’s placement capacity pursuant to ASX Listing Rule 7.1 as detailed in the Explanatory Statement.”*

**RESOLUTION 2:****RATIFICATION OF PRIOR ISSUE OF THE FEBRUARY 2026 PLACEMENT OPTIONS**

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

*“That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 20,000,000 unlisted Options issued to the Lead Manager on 26 February 2026 under the Company’s placement capacity pursuant to ASX Listing Rule 7.1 as detailed in the Explanatory Statement.”*

**RESOLUTION 3:****RATIFICATION OF PRIOR ISSUE OF THE MARCH 2026 PLACEMENT SHARES**

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

*“That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 318,615,000 Shares issued to raise the equivalent of \$240,554 under the Company’s placement capacity pursuant to ASX Listing Rules 7.1 and 7.1A as detailed in the Explanatory Statement.”*

**RESOLUTION 4:****APPROVAL TO ISSUE THE MARCH 2026 PLACEMENT OPTIONS**

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

*“That, for the purposes of ASX Listing Rule 7.1 and for all other purposes, Shareholders approve the issue of 32,000,000 unlisted Options to the Lead Manager on the terms and conditions set out in the Explanatory Statement.”*

**RESOLUTION 5:****APPROVAL TO ISSUE SHARES UNDER PLACEMENT**

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

*“That, for the purposes of ASX Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue up to that number of Shares equal to \$3,000,000 divided by the Issue Price to the Placement Participants, on the terms and conditions set out in the Explanatory Statement.”*

**RESOLUTION 6:****APPROVAL TO ISSUE OPTIONS TO PLACEMENT PARTICIPANTS**

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

*“That, for the purposes of ASX Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue up to 1,500,000,000 Free Attaching Options, to Placement Participants, on the terms and conditions set out in the Explanatory Statement.”*

**VOTING EXCLUSION STATEMENTS**

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

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

**RESOLUTIONS 1 AND 2:****RATIFICATION OF PRIOR ISSUE OF THE JANUARY AND FEBRUARY 2026 PLACEMENT OPTIONS**

The Company will disregard any votes cast in favour of the Resolutions by or on behalf of Cleer Capital ; ; or any associates of that person.

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

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

**RESOLUTION 3:****RATIFICATION OF PRIOR ISSUE OF THE MARCH 2026 PLACEMENT SHARES**

The Company will disregard any votes cast in favour of the Resolution by or on behalf of any person who participated in the issue; 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.

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

*By Order of the Board*

**Joshua Quinn**  
Company Secretary  
23 April 2026

**RESOLUTION 4:  
APPROVAL TO ISSUE THE MARCH 2026 PLACEMENT OPTIONS**

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

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

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

**RESOLUTIONS 5 AND 6:  
APPROVAL TO ISSUE SHARES AND OPTIONS UNDER PLACEMENT**

The Company will disregard any votes cast in favour of the Resolutions 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 issues (except a benefit solely by reason of being a holder of ordinary securities in the Company); or any associates of that person.

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

- (a). a person as proxy or attorney for a person who is entitled to vote on the Resolutions, in accordance with directions given to the proxy or attorney to vote on the Resolutions in that way; or
- (b). the Chair of the Meeting as proxy or attorney for a person who is entitled to vote on the Resolutions, in accordance with a direction given to the Chair to vote on the Resolutions 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:

**EXPLANATORY STATEMENT**

This Explanatory Statement accompanies the notice of Extraordinary General Meeting of the Company to be held on Monday, 25 May 2026 at 9:30am (AEST) 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.

**RESOLUTION 1:****RATIFICATION OF PRIOR ISSUE OF THE JANUARY 2026 PLACEMENT OPTIONS****General**

As announced on 27 January 2026, the Company issued 20,000,000 unlisted options to Clee Capital (**January 2026 Lead Manager Options**) as part consideration of the Company's 200,000,000 Share placement announced on 27 January 2026. The Lead Manager Options were issued with an exercisable conversion of 1 fully paid ordinary share for every 1 option exercised, at an exercise price of \$0.0020 with an expiration date of 28 January 2029.

The January 2026 Lead Manager Options were issued on 28 January 2026 utilising the Company's 15% placement capacity in accordance with ASX Listing Rule 7.1.

**ASX Listing Rule 7.1 and ASX Listing Rule 7.4**

ASX Listing Rule 7.1 provides that a company must not, subject to specified exceptions, issue or agree to issue more Securities during any 12 month period than that amount which represents 15% of the number of fully paid ordinary Securities on issue at the commencement of that 12 month period (**15% Placement Capacity**).

ASX Listing Rule 7.4 states that where a company at a general meeting ratifies the previous issue of Securities made pursuant to ASX Listing Rule 7.1 and provided those previous issues did not breach ASX Listing Rule 7.1 the previously issued Securities will be deemed to have been made with Shareholder approval for the purposes of ASX Listing Rule 7.1.

The Company wishes to retain as much flexibility as possible to issue additional Securities in the future without having to obtain Shareholder approval under ASX Listing Rule 7.1. Accordingly, Shareholder approval is sought to approve the issue of the January 2026 Lead Manager Options pursuant to ASX Listing Rule 7.4.

**Information required by ASX Listing Rule 14.1A**

If Resolution 1 is approved, the effect of such approval is that the January 2026 Lead Manager Options will not count as reducing the number of Securities which the Company can issue without Shareholder approval under the 15% Placement Capacity limit imposed by ASX Listing Rule 7.1. This will allow the Company flexibility in the future to issue Securities up to its 15% Placement Capacity.

If Resolution 1 is not passed, the January 2026 Lead Manager Options will be included in calculating the number of remaining Securities the Company may issue within its 15% Placement Capacity, effectively decreasing the number of Securities it can issue without Shareholder approval under ASX Listing Rule 7.1

**Information required by ASX Listing Rule 7.5**

Pursuant to ASX Listing Rule 7.5, the following information is provided in relation to the issue of the January 2026 Lead Manager Options:

Required Information	Details
Names of persons to whom Securities has been issued or the basis on which those persons were identified or selected	The January 2026 Lead Manager Options were issued to Clee Capital Pty Ltd (ACN 637 619 937) as part consideration for the Company's 200,000,000 Share placement conducted in January 2026.  At the time of placement the Company's current shares on issue was 609,461,443. The January 2026 Lead Manager Options therefore amount to over 1% of the Company's issued capital at that time.
Number and class of Securities issued	The Company issued 20,000,000 unlisted options.
Terms of Securities	The January 2026 Lead Manager Options are unlisted options with an exercisable conversion rate of 1 fully paid ordinary share for every 1 option exercised at an exercise price of \$0.0020 and an expiry date of 28 January 2029.
Date of issue	The January 2026 Lead Manager Options were issued on 28 January 2026.
Price or other consideration the Company has received	Nil.
Purpose of the issue, including the use or intended use of any funds raised by the issue	The Company issued the January 2026 Lead Manager Options as part consideration of the Company's Placement announced 27 January 2026.
Voting exclusion statement	A voting exclusion statement applies to this Resolution and is set out above.

**Board Recommendation**

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

**RESOLUTION 2:****RATIFICATION OF PRIOR ISSUE OF THE FEBRUARY 2026 PLACEMENT OPTIONS****General**

As announced on 26 February 2026, the Company issued 20,000,000 Options to Clee Capital (**February 2026 Lead Manager**

**Options**) as part consideration of the Company's 625,000,000 Share placement announced on 26 February 2026. The February 2026 Lead Manager Options were issued in the following allotments:

- 10 million unlisted options with an exercise price of \$0.002 expiring 3 years from the date of issue; and
- 10 million unlisted options with an exercise price of \$0.005 expiring 3 years from the date of issue,

with an exercisable conversion of 1 fully paid ordinary share for every 1 option exercised. The February 2026 Lead Manager Options were issued on 26 February 2026 and have an expiration date of 26 February 2029. The February 2026 Lead Manager Options were issued utilising the Company's 15% placement capacity in accordance with ASX Listing Rule 7.1.

**ASX Listing Rule 7.1 and ASX Listing Rule 7.4**

ASX Listing Rule 7.1 provides that a company must not, subject to specified exceptions, issue or agree to issue more Securities during any 12 month period than that amount which represents 15% of the number of fully paid ordinary Securities on issue at the commencement of that 12 month period (**15% Placement Capacity**).

ASX Listing Rule 7.4 states that where a company at a general meeting ratifies the previous issue of Securities made pursuant to ASX Listing Rule 7.1 and provided those previous issues did not breach ASX Listing Rule 7.1 the previously issued Securities will be deemed to have been made with Shareholder approval for the purposes of ASX Listing Rule 7.1.

The Company wishes to retain as much flexibility as possible to issue additional Securities in the future without having to obtain Shareholder approval under ASX Listing Rule 7.1. Accordingly, Shareholder approval is sought to approve the issue of the February 2026 Lead Manager Options pursuant to ASX Listing Rule 7.4.

**Information required by ASX Listing Rule 14.1A**

If Resolution 2 is approved, the effect of such approval is that the February 2026 Lead Manager Options will not count as reducing the number of Securities which the Company can issue without Shareholder approval under the 15% Placement Capacity limit imposed by ASX Listing Rule 7.1. This will allow the Company flexibility in the future to issue Securities up to its 15% Placement Capacity.

If Resolution 2 is not passed, the February 2026 Lead Manager Options will be included in calculating the number of remaining Securities the Company may issue within its 15% Placement Capacity, effectively decreasing the number of Securities it can issue without Shareholder approval under ASX Listing Rule 7.1

**Information required by ASX Listing Rule 7.5**

Pursuant to ASX Listing Rule 7.5, the following information is provided in relation to the issue of the February 2026 Lead Manager Options:

Required Information	Details
Names of persons to whom Securities has been issued or the basis on which those persons were identified or selected	The February 2026 Lead Manager Options were issued to Clee Capital Pty Ltd (ACN 637 619 937) as part consideration for the Company's 625,000,000 Share

	placement conducted in February 2026.  At the time of placement the Company's current shares on issue was 809,461,443. The February 2026 Lead Manager Options therefore amount to over 1% of the Company's issued capital at that time.
Number and class of Securities issued	The Company issued 20,000,000 unlisted options.
Terms of Securities	The February 2026 Lead Manager Options are unlisted options with an exercisable conversion rate of 1 fully paid ordinary share for every 1 option issued in the following allotments: <ul style="list-style-type: none"> <li>• 10 million unlisted options with an exercise price of \$0.002 expiring 3 years from the date of issue; and</li> <li>• 10 million unlisted options with an exercise price of \$0.005 expiring 3 years from the date of issue.</li> </ul>
Date of issue	The February 2026 Lead Manager Options were issued on 26 February 2026.
Price or other consideration the Company has received	Nil
Purpose of the issue, including the use or intended use of any funds raised by the issue	The Company issued the February 2026 Lead Manager Options as part consideration of the Company's Placement announced 26 February 2026.
Voting exclusion statement	A voting exclusion statement applies to this Resolution and is set out above.

**Board Recommendation**

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

**RESOLUTION 3:  
RATIFICATION OF PRIOR ISSUE OF THE MARCH 2026 PLACEMENT SHARES**

**General**

As announced on 26 March 2026, the Company issued 318,615,000 shares to sophisticated and professional investors to raise the equivalent of \$240,554 at a price of \$0.000755 per share. (**March 2026 Placement Shares**).

The Placement Shares were issued on 26 March 2026 and comprised of 175,169,000 shares issued utilising the Company's 15% placement capacity in accordance with ASX Listing Rule 7.1, and 143,446,000 shares issued utilising the Company's additional 10% placement capacity in accordance with ASX Listing Rule 7.1A.

The Company's ability to issue shares pursuant to ASX Listing Rule 7.1A was approved by Shareholders under Special Resolution 4 at the Company's Annual General Meeting on 27 November 2025.

**ASX Listing Rule 7.1, 7.1A and ASX Listing Rule 7.4**

ASX Listing Rule 7.1 provides that a company must not, subject to specified exceptions, issue or agree to issue more Securities during any 12 month period than that amount which represents 15% of the number of fully paid ordinary Securities on issue at the commencement of that 12 month period (**15% Placement Capacity**).

ASX Listing Rule 7.1A states that a company may, subject to specified exceptions, seek the approval of the holders of its fully paid ordinary Securities by special resolution passed at an annual general meeting, to have an additional issuance capacity of up to 10% of the number of fully paid ordinary Securities on issue at the commencement of that 12 month period (**Additional Placement Capacity**).

ASX Listing Rule 7.4 states that where a company at a general meeting ratifies the previous issue of Securities made pursuant to ASX Listing Rule 7.1 (and 7.1A) and provided those previous issues did not breach ASX Listing Rule 7.1, the previously issued Securities will be deemed to have been made with Shareholder approval for the purposes of ASX Listing Rule 7.1.

The Company wishes to retain as much flexibility as possible to issue additional Securities in the future without having to obtain Shareholder approval under ASX Listing Rules 7.1 and 7.1A. Accordingly, Shareholder approval is sought to approve the issue of the March 2026 Placement Shares pursuant to ASX Listing Rule 7.4.

**Information required by ASX Listing Rule 14.1A**

If Resolution 3 is approved, the effect of such approval is that the March 2026 Placement Shares will not count as reducing the number of Securities which the Company can issue without Shareholder approval under the 15% Placement Capacity limit imposed by ASX Listing Rule 7.1. This will allow the Company flexibility in the future to issue Securities up to its 15% Placement Capacity.

Additionally, if Resolution 3 is approved, the effect of such approval is that the March 2026 Placement Shares will not count as reducing the number of additional Securities the Company can issue without Shareholder approval under the 10% Additional Placement Capacity limit imposed by ASX Listing Rule 7.1A

If Resolution 3 is not passed, the March 2026 Placement Shares will be included in calculating the number of remaining Securities the Company may issue within its 15% Placement Capacity, effectively decreasing the number of Securities it can issue without Shareholder approval under ASX Listing Rule 7.1

Additionally, if Resolution 3 is not passed, the March 2026 Placement Shares will be included in calculating the number of remaining Securities the Company may issue within its 10% Additional Placement Capacity, effectively decreasing the number of Securities it can issue without Shareholder approval under ASX Listing Rule 7.1A.

**Information required by ASX Listing Rule 7.5**

Pursuant to ASX Listing Rule 7.5, the following information is provided in relation to the issue of the March 2026 Placement Shares:

Required Information	Details
Names of persons to whom Securities has been issued or the basis on which those persons were identified or selected	The March 2026 Placement Shares were issued to Sophisticated and Professional Investors who were identified by the Cleo Capital Pty Ltd (ACN 637 619 937) through a bookbuild process, which involved seeking expressions of interest to participate in the capital raising from non-Related Parties of the Company.
Number and class of Securities issued	The Company issued 318,615,000 fully paid ordinary shares comprising of 175,169,000 shares issued using the Company's 15% Placement Capacity and 143,446,000 shares issued using the Company's 10% Additional Placement Capacity.
Terms of Securities	The March 2026 Placement Shares will rank equally in all respects with existing fully paid ordinary shares.
Date of issue	The March 2026 Placement Shares were issued on 26 March 2026.
Price or other consideration the Company has received	The Company issued 318,615,000 fully paid ordinary shares to raise the equivalent of \$240,554 at an issue price of \$0.000755 per share.
Purpose of the issue, including the use or intended use of any funds raised by the issue	The Company has issued the March 2026 Placement Shares to raise working capital.
Voting exclusion statement	A voting exclusion statement applies to this Resolution and is set out above.

**Board Recommendation**

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

**RESOLUTION 4:  
APPROVAL TO ISSUE THE MARCH 2026 PLACEMENT OPTIONS**

**General**

As announced on 26 March 2026, the Company wishes to issue 32,000,000 unlisted options to Clee Capital (**March 2026 Lead Manager Options**) as part consideration of the Company's 318,615,000 Share placement announced on 26 March 2026. The March 2026 Lead Manager Options are proposed to be issued with an exercisable conversion of 1 fully paid ordinary share for every 1 option exercised, at an exercise price of \$0.003, with an expiration date of 26 March 2029.

The March 2026 Lead Manager Options are proposed to be issued utilising the Company's 15% placement capacity in accordance with ASX Listing Rule 7.1.

**ASX Listing Rule 7.1**

ASX Listing Rule 7.1 provides that a company must not, subject to specified exceptions, issue or agree to issue more Securities during any 12 month period than that amount which represents 15% of the number of fully paid ordinary Securities on issue at the commencement of that 12 month period (**15% Placement Capacity**).

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

**Information required by ASX Listing Rule 14.1A**

If Resolution 4 is approved, the effect of such approval is that the March 2026 Lead Manager Options can be issued in accordance with these terms and conditions.

If Resolution 4 is not approved, the Company will need to pay an additional cash compensation to the Lead Manager in lieu of the issue of the options.

**Information required by ASX Listing Rule 7.5**

Pursuant to ASX Listing Rule 7.5, the following information is provided in relation to the issue of the March 2026 Lead Manager Options:

Required Information	Details
Names of persons to whom Securities has been issued or the basis on which those persons were identified or selected	The March 2026 Lead Manager Options will be issued to Clee Capital Pty Ltd (ACN 637 619 937) as part consideration for the Company's 318,615,000 Share placement conducted in March 2026.
Number and class of Securities issued	The Company intends to issue 32,000,000 unlisted options.
Terms of Securities	The March 2026 Lead Manager Options are unlisted options with an exercisable conversion rate of 1 fully paid ordinary share for every 1 option exercised at an exercise price of \$0.003 and an expiry date of 26 March 2029.

Date of issue	The Company expects to issue the March 2026 Lead Manager Options no later than 3 months after the date of the Meeting.
Price or other consideration the Company has received	Nil.
Purpose of the issue, including the use or intended use of any funds raised by the issue	The Company will issue the March 2026 Lead Manager Options in agreement with the Lead Manager as part consideration of the Company's Placement announced 26 March 2026.
Voting exclusion statement	A voting exclusion statement applies to this Resolution and is set out above.

**Board Recommendation**

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

**RESOLUTION 5:  
APPROVAL TO ISSUE SHARES UNDER PLACEMENT**

**General**

The Company wishes to offer to new and existing Sophisticated and Professional Investors (**Placement Participants**) a placement of Shares at the Issue Price, to raise \$3,000,000 (before costs) (**Placement**).

Resolution 5 seeks Shareholder approval under ASX Listing Rule 7.1 (and all other purposes) to permit the issue of that number of Shares equal to \$3,000,000 divided by the Issue Price, to the Placement Participants. The Placement also involves the issue of Free Attaching Options on the basis of 1 Free Attaching Option for every 2 Shares subscribed for in the Placement. See the Explanatory Statement in respect of Resolution 6 below for further information on the Free Attaching Options.

As summarised in Resolution 1 of the Explanatory Statement above, ASX Listing Rule 7.1, subject to a number of exceptions, limits the amount of Securities that a listed company can issue without the approval of its Shareholders over any 12 month period to 15% of the fully paid ordinary Securities it had on issue at the start of that 12 month period.

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

**Lead Manager**

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

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

capital raising fee equal to 4% of the amount raised under the Placement (plus GST).

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

**Use of Funds**

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

**Information required by ASX Listing Rule 14.1A**

If Resolution 5 is passed, the Company will be able to proceed with the issue as described above. In addition, the issue will be excluded from the Company's 15% Placement Capacity calculation under ASX Listing Rules 7.1.

If Resolution 5 is not passed, the Company will not be able to proceed with the issue in the manner described above. In such circumstances, the Company would need to assess other avenues to raise the required capital.

**Information required by ASX Listing Rule 7.3**

Pursuant to ASX Listing Rule 7.3, the following information is provided in relation to the issue of Placement Shares:

Required Information	Details
Names of persons to whom Securities will be issued or the basis on which those persons were or will be identified/selected	The Placement Participants will comprise of Sophisticated and Professional Investors who will be identified by the Lead Manager through a bookbuild process, which will involve seeking expressions of interest to participate in the capital raising from non-Related Parties of the Company.
Number and class of Securities to be issued	The number of Shares to be issued will be equal to \$3,000,000 divided by the Issue Price, being 3,000,000,000 Shares.
Terms of Securities	The Shares will be issued on the same terms and conditions as the Company's existing Shares.  Subject to the passing of Resolution 6, Placement Participants will be entitled to be issued 1 Free Attaching Option for every 2 Shares they subscribe for.
Date(s) on or by which the Securities will be issued	The Company expects to issue the Shares within 3 months after the date of the Meeting.
Price or other consideration the Company will receive for the Securities	The Shares will be issued at an Issue Price of AUD\$0.001.

Purpose of the issue, including the intended use of any funds raised by the issue	The Company intends to apply the funds raised under the Placement towards ensuring its ability to compete effectively against its well-capitalised competitors by applying the funds towards product development, customer acquisition, balance sheet capacity and the Company's regulatory infrastructure. The funds will allow for accelerated product capabilities, scaled distribution and higher transaction volumes, and facilitate the Company's growth strategy to capture market share through improved revenue scale and unit economics. The Company will also apply the funds towards the costs of the Placement as set out above.
Voting exclusion statement	A voting exclusion statement applies to this Resolution and is set out above.

**Dilution**

Set out below is a dilution table of the number of Shares that may be issued under this Resolution based on the Issue Price of \$0.001 per Share and on the basis that \$3,000,000 is raised pursuant to the Placement:

Issue Price	Maximum number of shares that may be issued	Shares on Issue	Dilution effect on existing Shareholders
\$0.001	3,000,000,000	1,753,076,443	63%

**Notes:**

1. Rounded to the nearest whole number.
2. There are currently 1,753,076,443 Shares on issue.

**Board Recommendation**

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

**RESOLUTION 6:  
APPROVAL TO ISSUE OPTIONS UNDER PLACEMENT**

**General**

In connection with the Placement, the Company wishes to offer 1,500,000,000 Free Attaching Options such that Placement Participants will be issued 1 Free Attaching Option for every 2 Shares subscribed for in the Placement.

Resolution 6 seeks Shareholder approval under ASX Listing Rule 7.1 (and all other purposes) to permit the issue of 1,500,000,000 Free Attaching Options to the Placement Participants.

As summarised in Resolution 1 of the Explanatory Statement above, ASX Listing Rule 7.1, subject to a number of exceptions, limits the amount of Securities that a listed company can issue without the

approval of its Shareholders over any 12 month period to 15% of the fully paid ordinary Securities it had on issue at the start of that 12 month period.

The proposed issue does not fall within any of the exceptions set out in ASX Listing Rule 7.2 and the Company does not have placement capacity to issue the Free Attaching Options without Shareholder approval. The Company is therefore seeking approval of Shareholders under ASX Listing Rule 7.1.

Terms of the Free Attaching Options are set out in the Schedule.

**Information required by ASX Listing Rule 14.1A**

If Resolution 6 is passed, the Company will be able to proceed with the issue as described above. In addition, the issue will be excluded from the Company's 15% Placement Capacity calculation under ASX Listing Rules 7.1.

If Resolution 6 is not passed, the Company will not be able to proceed with the issue in the manner described above and this could impact viability of the Placement (as Placement Participants may not subscribe for shares in the Placement without the Free Attaching Options). In such circumstances, the Company would need to assess other avenues to raise the required capital.

**Information required by ASX Listing Rule 7.3**

Pursuant to ASX Listing Rule 7.3, the following information is provided in relation to the issue of the Free Attaching Options:

Required Information	Details
Names of persons to whom Securities will be issued or the basis on which those persons were or will be identified/selected	The Placement Participants will comprise of Sophisticated and Professional Investors who have subscribed for Shares in the Company pursuant the Placement.
Number and class of Securities to be issued	Up to 1,500,000,000 Free Attaching Options.
Terms of Securities	The Free Attaching Options will be issued on the terms and conditions set out in the Schedule.
Date(s) on or by which the Securities will be issued	The Company expects to issue the Free Attaching Options within 3 months after the date of the Meeting at the same time as Shares in the Placement are issued.
Price or other consideration the Company will receive for the Securities	The Free Attaching Options will be issued for nil grant price.
Purpose of the issue, including the intended use of any funds raised by the issue	There will be no funds raised through the issue of the Free Attaching Options  However, if exercised, the Company intends to apply the funds raised from the exercise of the Free Attaching Options

	towards general working capital.
Voting exclusion statement	A voting exclusion statement applies to this Resolution and is set out above.

**Board Recommendation**

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

**GLOSSARY**

**\$** means an Australian dollar.

**15% Placement Capacity** has the meaning given to it in the Explanatory Statement of Resolution 1.

**Additional Placement Capacity** has the meaning given to it in the explanatory statement of Resolution 3.

**AEST** means Australian Eastern Standard Time as observed in NSW.

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

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

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

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

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

**Clee Capital** means Clee Capital Pty Ltd (ACN 637 619 937)

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

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

**Directors** means the directors of the Company.

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

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

**February 2026 Lead Manager Options** means the Options issued pursuant to the February 2026 Placement.

**Free Attaching Options** means options on the terms set out in the Schedule.

**Issue Price** means a price of AUD\$0.001.

**January 2026 Lead Manager Options** means the Options issued pursuant to the January 2026 Placement.

**Lead Manager** means Clee Capital Pty Ltd (ACN 637 619 937)

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

**March 2026 Placement** has the meaning provided under resolution 3 of the Explanatory Statement

**March 2026 Placement Shares** means the Shares issued pursuant to the March 2026 Placement

**March 2026 Lead Manager Options** has the meaning provided under resolution 4 of the Explanatory Statement.

**Option** means an option to acquire a Share.

**Placement** means the placement of Shares pursuant to Resolution 5.

**Placement Participants** has the meaning set out in Resolution 5 of the Explanatory Statement.

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

**Related Party** as defined in Chapter 19 of the ASX Listing Rules.

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

**Securities** as defined in Chapter 19 of the ASX Listing Rules, and **Security** means each of them.

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

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

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

**Schedule – Free Attaching Options****(a) Entitlement**

Each Free Attaching Option (referred to as **Option** in this Schedule) entitles the holder to subscribe for one Share upon exercise of the Option.

**(b) Exercise Price**

Subject to paragraph (i), the amount payable upon exercise of each Option will be \$0.003.

**(c) Expiry Date**

Each Option will expire at 5:00 pm (AEST) on the date which is three years from the date of issue of the Options (**Expiry Date**). An Option not exercised before the Expiry Date will automatically lapse on the Expiry Date.

**(d) Exercise Period**

The Options are exercisable at any time on or prior to the Expiry Date (**Exercise Period**).

**(e) Notice of Exercise**

The Options may be exercised during the Exercise Period by notice in writing to the Company in the manner specified on the Option certificate (**Notice of Exercise**) and payment of the Exercise Price for each Option being exercised in Australian currency by electronic funds transfer or other means of payment acceptable to the Company.

**(f) Exercise Date**

A Notice of Exercise is only effective on and from the later of the date of receipt of the Notice of Exercise and the date of receipt of the payment of the Exercise Price for each Option being exercised in cleared funds (**Exercise Date**).

**(g) Timing of issue of Shares on exercise**

Within five Business Days after the Exercise Date, the Company will:

- (i) issue the number of Shares required under these terms and conditions in respect of the number of Options specified in the Notice of Exercise and for which cleared funds have been received by the Company;
- (ii) if required, give ASX a notice that complies with section 708A(5)(e) of the Corporations Act, or, if the Company is unable to issue such a notice, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors; and
- (iii) if admitted to the official list of ASX at the time, apply for official quotation on ASX of Shares issued pursuant to the exercise of the Options.

If a notice delivered under Schedule 1(g)(ii) for any reason is not effective to ensure that an offer for sale of the Shares does not require disclosure to investors, the Company must, no later than 20 Business Days after becoming aware of such notice being ineffective, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors.

(h) **Shares issued on exercise**

Shares issued on exercise of the Options rank equally with the then issued shares of the Company.

(i) **Quotation of Shares issued on exercise**

The Company will use best endeavours for quotation of the Shares issued upon exercise of the Options.

(j) **Reconstruction of capital**

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

(k) **Participation in new issues**

There are no participation rights or entitlements inherent in the Options and holders will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Options without exercising the Options.

(l) **Change in exercise price**

An Option does not confer the right to a change in Exercise Price or a change in the number of underlying securities over which the Option can be exercised.

(m) **Transferability**

The Options are transferable subject to any restriction or escrow arrangements imposed by ASX or under applicable Australian securities laws.

## All Correspondence to:

- ✉ **By Mail** Boardroom Pty Limited  
GPO Box 3993  
Sydney NSW 2001 Australia
- 📠 **By Fax:** +61 2 9290 9655
- 💻 **Online:** [www.boardroomlimited.com.au](http://www.boardroomlimited.com.au)
- ☎ **By Phone:** (within Australia) 1300 737 760  
(outside Australia) +61 2 9290 9600

## YOUR VOTE IS IMPORTANT

For your vote to be effective it must be recorded **before 9:30am (AEST) on Saturday, 23 May 2026.**

### 🖥 TO APPOINT A PROXY ONLINE



### BY SMARTPHONE

**STEP 1: VISIT** <https://www.votingonline.com.au/1TTegm2026>

**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:

- 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.
- 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 **before 9:30am (AEST) on Saturday, 23 May 2026.** 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/1TTegm2026>
- 📠 **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.

**Thrive Tribe Technologies Limited**

ABN 64 600 717 539

**Your Address**

This is your address as it appears on the company's share register. If this is incorrect, please mark the box with an "X" and make the correction in the space to the left. Securityholders sponsored by a broker should advise their broker of any changes.

**Please note, you cannot change ownership of your securities using this form.**

**PROXY FORM**

**STEP 1 APPOINT A PROXY**

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

the **Chair of the Meeting (mark box)**

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

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chair of the Meeting as my/our proxy at the **Extraordinary General Meeting** of the Company to be held at the **offices of Thomson Geer, Level 14, 60 Martin Place, Sydney NSW 2000 on Monday, 25 May 2026 at 9:30am (AEST)** and at any adjournment of that meeting, to act on my/our behalf and to vote in accordance with the following directions or if no directions have been given, as the proxy sees fit.

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

**STEP 2 VOTING DIRECTIONS**  
\* If you mark the Abstain box for a particular item, you are directing your proxy not to vote on your behalf on a show of hands or on a poll and your vote will not be counted in calculating the required majority if a poll is called.

		For	Against	Abstain*
Resolution 1	Ratification of prior issue of the January 2026 Placement Options	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Ratification of prior issue of the February 2026 Placement Options	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Ratification of prior issue of the March 2026 Placement Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4	Approval to issue the March 2026 Placement Options	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5	Approval to issue shares under Placement	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 6	Approval to issue options to Placement Participants	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

**STEP 3 SIGNATURE OF SECURITYHOLDERS**  
This form must be signed to enable your directions to be implemented.

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director / Company Secretary

Contact Name.....

Contact Daytime Telephone.....

Date / / 2026