Thrive Tribe

18 November 2026

ASX Limited

Dear Listings Compliance team

Thrive Tribe Technologies Limited (ASX: 1TT) – Response to ASX Query Letter dated 10 November 2026

Thrive Tribe Technologies Limited (1TT or the Company) refers to ASX's query letter dated 10 November 2026 and responds to each question below, using ASX's numbering. Capitalised terms have the meaning given in ASX's letter. References to the Annual Report are to 1TT's Annual Report for the year ended 30 June 2026, released on 30 September 2026.

By way of clarification, the reference in the Independent Auditor's Report to approximately 71% of the Group's total assets is to the right-of-use asset ($987,027), the leasehold improvements ($2,702,727) and plant and equipment ($77,227) for the Site taken together, not to the leasehold improvements alone.

The Company's core business is its workforce software (WooBoard and REFFIND), which is the business it was listed on ASX to operate. The Company continues to pursue revenue opportunities for the software suite and, as announced on 12 October 2026, has received non-binding expressions of interest from 109 allied health practices. Historically, the Company has spent over $10 million developing this software suite. The Company's software development costs are carried at nil in its financial statements, having been amortised or impaired in accordance with accounting standards. From an operational standpoint, the Board considers that the software remains central to the Company's business. The Board regards Tribe HQ as ancillary to the core business. Tribe HQ supports the commercialisation and promotion of the core business by hosting events and providing a workplace for the Company's team.

Question 1

Noting that one of the principal activities of 1TT for FY26 included "Setting up and running a hospitality venue in Bondi" and the leasehold improvements recorded for that project comprise 71% of 1TT's total assets as at 30 June 2026, does 1TT consider the following information, or any part thereof, to be information that a reasonable person would expect to have a material effect on the price or value of its securities?

1.1 The location / address of the Site: No.

1.2 A detailed breakdown of the leasehold improvements and associated expenditure: The total amount spent on leasehold improvements is material and has been disclosed (see question 3). 1TT does not consider the detailed breakdown of that total to be material.

1.3 The ongoing lease costs for the Site: The total lease commitment is material and has been disclosed (see question 3). It is important to note that the Site shall also serve as the 1TT registered and corporate offices in 2027. The Company shall operate its core technology business out of workspace dedicated for co-working on the Site. There will also be training and therapy services available on the Site for the veterans who will be participating in 1TT's software, therapy and services. Despite all these uses, there will be no further capital/ set-up cost and a major reduction in operational costs.

1.4 Any further expected capital or operational costs: No. 1TT does not expect to incur further material capital costs on the Site, and expects the operating costs of the Site to fall by over 50%.

1.5 The material terms and conditions of the lease: No, other than the financial effect of the lease, which has been disclosed (see question 3).

Question 2

If the answer to any part of question 1 is "no", please advise the basis for that view.

1.1 Location / address. As noted above, the Board considers Tribe HQ ancillary to 1TT's core software business. Its street address is not information investors would rely on in deciding whether to buy or sell 1TT's securities.

1.2 Detailed breakdown. The total has been disclosed. How that total is split between categories of work does not change 1TT's financial position or results.

1.4 Further costs. The fit-out of the Site is complete. As at the date of this letter, 1TT has no new capital commitments for the Site nor does it envisage any new capital commitments for the site.

1.5 Lease terms. The lease is on ordinary commercial terms for premises of this kind. Its financial effect has been disclosed.

Question 3

If the answer to any part of question 1 is "yes", please provide details of the relevant information.

1.2 Leasehold improvements. Note 14 of the Annual Report disclosed leasehold improvements at cost of $2,789,913 as at 30 June 2026 (carrying value $2,702,727), plant and equipment at cost of $80,696 and office equipment at cost of $4,156. Payments for property, plant and equipment have also been reported in each Appendix 4C, including $531,000 in the September 2026 quarter.

1.3 Lease costs. Notes 15, 20 and 24 of the Annual Report disclosed a right-of-use asset of $987,027, a lease liability of $1,010,531 ($352,704 current and $657,827 non-current) and contractual lease payments of $423,280 within one year, $441,057 between one and two years and $263,478 between two and five years.

Question 4

Please explain why Thrive Entertainment Group Pty Ltd shares an address with Clee Capital and explain in detail the extent of any involvement of Clee Capital (or any entity associated with Clee Capital) with the "Tribe HQ" project.

Up until the launch of the Tribe HQ, the staff of 1TT mainly worked virtually. Clee Capital offered their office as a registered office for Thrive as they do for hundreds of other companies. In addition to serving as the registered office, at no cost to 1TT and our subsidiaries, staff and directors were allowed to work out of the space and conduct boardroom meetings. Now with the launch of the Tribe HQ, 1TT shall move its registered office and entire operations to Tribe HQ. There will be no ongoing involvement with Clee Capital pertaining to the use of office space. Further, the Tribe HQ is exclusively a space for 1TT and Clee Capital has no involvement in Tribe HQ beyond occasionally being invited to host investor seminars and presentations. Clee Capital has indicated they may for other clients intend to book the meeting facilities at Tribe HQ. When they do so, they will be charged the same commercial rates as any other booking. To date, when Terence Clee and Clee Capital staff have attended the premises they have done so as paying customers. There are no perks or free benefits whatsoever to be provided to Clee Capital or Terence Clee on premises. They will be charged and expected to pay on the same terms as any other customer or corporate client hosting events and utilising workspace from time to time.

Question 5

Noting that one of the key audit matters identified by 1TT's auditor for FY26 related to related party disclosures concerning "an external advisory firm", is Clee Capital (or any entity associated with Clee Capital) the firm referred to by the auditor?

Yes

Question 6

If the answer to question 5 is "yes", it would appear to ASX that the relationship between 1TT and Clee Capital may require ASX to exercise its discretion under Listing Rule 10.11.5 so as to require 1TT to obtain shareholder approval for all future issues of securities to Clee Capital and its associates (subject to any applicable exception under Listing Rule 10.12). Please provide details of each of the following:

6.1 The extent of Clee Capital's involvement in decision-making processes and board meetings of 1TT.

6.2 All services provided by Clee Capital and its associates to 1TT during FY26.

6.3 The total cash and non-cash outflows made by 1TT to Clee Capital and its associates during FY26.

6.4 Any other relevant information 1TT would consider necessary for ASX to make an informed decision on whether to exercise its discretion under Listing Rule 10.11.5.

6.1 Involvement in decision-making and board meetings. Mr Clee had no involvement in any Board or management decisions nor was he involved in the decision making processes. He presented to the Board at a limited number of Board meetings in respect of various funding proposals.

6.2 Services provided in FY26. Corporate advisory and capital raising services under a mandate dated 27 July 2022, including acting as lead manager for placements that raised $2,250,000 of the $5,268,955 raised by 1TT in FY26.

6.3 Cash and non-cash outflows to Clee Capital and its associates in FY26: In FY26, cash outflows to Clee Capital and its associates totalled $214,220.45, comprising corporate advisory and retainer fees of $77,000.00, capital raising fees of $132,000.00 and other payments (including payments to Mr Terence Clee) of $5,220.45, and non-cash outflows totalled $87,671, being shares or options issued as fees. No reimbursements were paid to, and no payments were made on behalf of, Clee Capital.

6.4 Other relevant information.

(a) Clee Capital and its associates hold 16,984,643 shares in 1TT (0.30%) and 75,713,751 options, as at 21 September 2026.

(b) No director or officer of 1TT is a director, employee, shareholder or associate of Clee Capital.

(c) 1TT assessed whether Clee Capital is a related party under AASB 124 for the Annual Report and concluded that it is not. The auditor reviewed that assessment.

(d) As stated in the updated Appendix 4C provided to ASX on 12 November 2026, Clee Capital has offered to partially underwrite the proposed $2 million placement for $500,000, to provide a debt facility of up to $500,000 and to arrange a sale of 1TT's investment in Slik. 1TT has not accepted any of those offers.

Question 7

When did 1TT first become aware that its revenue from continuing operations for FY26 to be reported in its audited financial report would differ from the amount reported in its preliminary final report?

24 September 2026. The preliminary final report released on 31 August 2026 reported revenue from continuing operations of $317,643. The audited financial report reported $220,976, a difference of $96,667. The difference arose because of a late audit adjustment requiring the $100,000 (plus GST) upfront fee received from Lion on 17 June 2026 for five-year pourage rights (1 May 2026 to 30 April 2031) to be recognised over the five-year term. $3,333 was recognised in FY26 and $96,667 was deferred as a contract liability.

Question 8

Does 1TT consider that the difference between its reported revenue from continuing operations in its audited financial report and in its preliminary final report is material?

No.

Question 9

If 1TT first became aware of the circumstances giving rise to the difference between its audited reported revenue and preliminary reported revenue for FY26 before the date of release of the Annual Report, did 1TT make any announcement prior to that date which disclosed these circumstances? If not, please explain why 1TT did not immediately give ASX an explanation of the relevant circumstances giving rise to the difference in its reported revenue for FY26 and the effects the circumstances were expected to have on the entity's current or future financial performance or financial position, as required by Listing Rule 4.3D.

No. 1TT did not make a separate announcement because it did not consider that the difference was likely to materially affect the results in its preliminary final report, for the reasons given in question 10. The audited revenue figure was disclosed in the Annual Report on 30 September 2026.

Question 10

If the answer to question 8 is "no", please advise the basis for that view.

(a) The difference is $96,667. 1TT's loss after tax for FY26 was $3,662,310. The loss reported in the preliminary final report was $3,501,894, so the adjustment changed the

loss by $96,667 (2.8%). Including the other audit adjustments of $63,749, the loss increased by $160,416 (4.6%).

(b) The adjustment was a timing adjustment and did not change 1TT's cash position. It reduced net assets by $96,667 through a contract liability, which will be recognised as revenue over the remaining term.

(c) 1TT is a loss-making company at an early stage of commercialisation. Its revenue for FY26 was small relative to its expenses, and 1TT does not consider that a reasonable person would expect a difference of this size in revenue to have a material effect on the price or value of its securities.

Question 11

Please confirm that 1TT is in compliance with the Listing Rules and, in particular, Listing Rule 3.1.

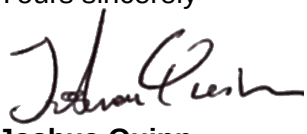
1TT confirms that it is in compliance with the Listing Rules and, in particular, Listing Rule 3.1.

Question 12

Please confirm that 1TT's responses to the questions above have been authorised and approved in accordance with its published continuous disclosure policy or otherwise by its board or an officer of 1TT with delegated authority from the board to respond to ASX on disclosure matters.

1TT confirms that its responses above have been authorised and approved by its Board.

Yours sincerely



Joshua Quinn
Company Secretary
Thrive Tribe Technologies Limited

10 November 2026

Mr Joshua Quinn
Company Secretary
Thrive Tribe Technologies Limited
Level 57, MLC Centre
19-29 Martin Place
Sydney NSW 2000

By email only.

Dear Mr Quinn

Thrive Tribe Technologies Limited ('1TT'): ASX Query Letter

ASX refers to the following:

A. 1TT's "Preliminary Final Report" released on the ASX Market Announcements Platform ('MAP') on 31 August 2026 which disclosed revenue from continuing operations for the year ended 30 June 2026 ('FY26') of $317,643.

B. 1TT's "Annual Report to shareholders" released on MAP on 30 September 2026, which disclosed the following:

1.1 In the "Financial Report", revenue from continuing operations for FY26 of $220,976;

1.2 In the "Directors' Report":

"Principal activities During the financial year the principal continuing activities of the Group consisted of:

- *Development and Commercialization of the MyTribe well being App;*
- *Digital marketing; and*
- *Setting up and running a hospitality venue in Bondi*

…

Tribe HQ and the FY26 commercial foundation

Tribe HQ, described in earlier reporting as Thrive Tribe Home Base, was developed as a physical hub for the Company's business and community network. The initiative was designed to bring together client showcases, brand activations, networking events and collaboration between entrepreneurs, business owners and creators. Development commenced in the September 2025 quarter and continued through FY26, with investment in the premises and equipment supporting the establishment of this operating base."

1.3 In the "Key Audit Matters" section of the Independent Audit Report:

Key Audit Matter – Accounting for Leases	*How our Audit Addressed the Key Audit Matter*
As disclosed in Note 15, the Group recognised right-of-use assets with a carrying value of $987,027. In addition, the Group also recognised leasehold improvements of $2,702,727 in relation to its leased premises as disclosed in Note 14.	*The audit procedures that we performed included but were not limited to the following:* • *Obtained and reviewed the lease agreement and assessed the reasonableness of management's key assumptions, including*

These balances represent approximately 71% of the Group's total assets at year end. *Accounting for leases was considered a key audit matter due to the significance of the Group's lease arrangements and the judgement involved in determining lease terms and extension options in accordance with AASB 16 "Leases".* *Furthermore, management is also required to exercise judgement in determining the useful lives of associated leasehold improvements and whether depreciation periods appropriately reflect the expected period of use*	*lease terms, renewal options and discount rates;* • *Verified the right-of-use asset and lease liability calculation and balances for compliance with AASB 16 Leases;* • *Tested a sample of leasehold improvement additions to supporting documentation;* • *Evaluated the useful lives applied to leasehold improvements with reference to the underlying lease arrangements and recalculated the depreciation expense.*
Key Audit Matter – Related Party Disclosures	*How our Audit Addressed the Key Audit Matter*
The Group entered into various transactions during the year with an external advisory firm. Determining whether a related party relationship exists under AASB 124 "Related Party Disclosures" required significant judgement, as the assessment involved consideration of various qualitative factors, including the external advisory firm's historical involvement with the Group, participation in board and governance activities, influence over strategic and operational matters, involvement in commercial arrangements, and the nature of transactions between the parties during the year. *Given the subjective nature of assessing significant influence and the risk that related party relationships and transactions may not be identified or appropriately disclosed, we considered this area to be a key audit matter.*	*The audit procedures that we performed included but were not limited to the following:* • *Obtaining management's assessment supporting the conclusion that the external advisory firm did not meet the definition of a related party under AASB 124.* • *Reviewing board minutes, governance records and other documents to assess the extent of the external advisory firm's involvement in decision-making processes and participation in board meetings.* • *Examining consulting invoices and other supporting documentation relating to services provided by the external advisory firm to the Group during the year.* • *Reviewing legal correspondence, and other external records for evidence of influence over the affairs of the Group.* • *Assessing transactions between the external advisory firm and the Group, including payments made to and on behalf of the advisory firm.* • *Discussing the matter with management, those charged with governance and the Group's external legal advisers.* • *Evaluating the appropriateness of management's conclusions against the requirements of AASB 124.*

- *Assessing the adequacy of disclosures included in the financial report in respect of related parties and related party transactions.*

C. Listing Rule 3.1, which requires a listed entity to immediately give ASX any information concerning it that a reasonable person would expect to have a material effect on the price or value of the entity's securities.

D. Listing Rule 3.1A, which sets out exceptions from the requirement to make immediate disclosure as follows.

> *"3.1A Listing rule 3.1 does not apply to particular information while each of the following is satisfied in relation to the information:*
>
> *3.1A.1 One or more of the following 5 situations applies:*
>
> - *It would be a breach of a law to disclose the information;*
> - *The information concerns an incomplete proposal or negotiation;*
> - *The information comprises matters of supposition or is insufficiently definite to warrant disclosure;*
> - *The information is generated for the internal management purposes of the entity; or*
> - *The information is a trade secret; and*
>
> *3.1A.2 The information is confidential and ASX has not formed the view that the information has ceased to be confidential; and*
>
> *3.1A.3 A reasonable person would not expect the information to be disclosed."*

E. Section 4.15 of *Guidance Note 8 – 'CONTINUOUS DISCLOSURE: LISTING RULES 3.1 – 3.1B'* ('Guidance Note 8) which outlines general expectations of details required in announcements made under Listing Rule 3.1.

F. Listing Rule 4.3D, which states:

> *"Once an entity that is or becomes aware of any circumstances which are likely to materially affect the results or other information contained in the preliminary final report given to ASX under Listing Rules 4.3 or 4.3A to immediately give ASX an explanation of the circumstances and the effects the circumstances are expected to have on the entity's current or future financial performance or financial position."*

G. The definition of "aware" in Chapter 19 of the Listing Rules, which states that:

> *"an entity becomes aware of information if, and as soon as, an officer of the entity (or, in the case of a trust, an officer of the responsible entity) has, or ought reasonably to have, come into possession of the information in the course of the performance of their duties as an officer of that entity."*

H. ASIC records for Thrive Entertainment Group Pty Ltd, which list the registered address for the entity as "481A NEW SOUTH HEAD ROAD DOUBLE BAY NSW 2028". ASX notes this is the same registered address as Clee Capital Pty Ltd ('Clee Capital').

I. Listing Rule 10.11, which states:

"10.11 Unless one of the exceptions in rule 10.12 applies, an entity must not issue or agree to issue equity securities to any of the following +persons without the approval of the holders of its ordinary securities.

10.11.1 A related party.

10.11.2 A person who is, or was at any time in the 6 months before the issue or agreement, a substantial (30%+) holder in the entity.

10.11.3 A person who is, or was at any time in the 6 months before the issue or agreement, a substantial (10%+) holder in the entity and who has nominated a director to the board of the entity (in the case of a trust, to the board of the +responsible entity of the trust) pursuant to a relevant agreement which gives them a right or expectation to do so.

10.11.4 An associate of a person referred to in rules 10.11.1 to 10.11.3.

10.11.5 A person whose relationship with the entity or a person referred to in rules 10.11.1 to 10.11.4 is such that, in ASX's opinion, the issue or agreement should be approved by security holders."

Request for information

Having regard to the above, ASX asks 1TT to respond separately to each of the following questions:

1. Noting that one of the principal activities of 1TT for FY26 included "Setting up and running a hospitality venue in Bondi" and the leasehold improvements recorded for that project comprise 71% of 1TT's total assets as at 30 June 2026, does ITT consider the following information, or any part thereof, to be information that a reasonable person would expect to have a material effect on the price or value of its securities?

   1.1 The location / address of the "Tribe HQ" site (the 'Site').

   1.2 A detailed breakdown of the leasehold improvements undertaken on the Site to date and associated expenditure.

   1.3 The ongoing lease costs for the Site.

   1.4 Any further expected capital or operational costs expected to be incurred in relation to the Site.

   1.5 The material terms and conditions of the lease for the Site.

   Please answer separately for each of the above.

2. If the answer to any part of question 1 is "no", please advise the basis for that view.

   Please answer separately for each of the items in question 1 above.

3. If the answer to any part of question 1 is "yes", please provide details of the relevant information.

   Please answer separately for each of the items in question 1 above.

4. Please explain why Thrive Entertainment Group Pty Ltd shares an address with Clee Capital and explain in detail the extent of any involvement of Clee Capital (or any entity associated with Clee Capital) with the "Tribe HQ" project.

5. Noting that one of the key audit matters identified by 1TT's auditor for FY26 related to related party disclosures concerning "an external advisory firm", is Clee Capital (or any entity associated with Clee Capital) the firm referred to by the auditor?

6. If the answer to question 5 is "yes", it would appear to ASX that the relationship between 1TT and Clee Capital may require ASX to exercise its discretion under Listing Rule 10.11.5 so as to require 1TT to obtain shareholder approval for all future issues of securities to Clee Capital and its associates (subject to any applicable exception under Listing Rule 10.12). Please provide details of each of the following:

    6.1 The extent of Clee Capital's involvement in decision-making processes and board meetings of 1TT.

    6.2 All services provided by Clee Capital and its associates to 1TT during FY26.

    6.3 The total cash and non-cash outflows made by 1TT to Clee Capital and its associates during FY26.

    6.4 Any other relevant information 1TT would consider necessary for ASX to make an informed decision on whether to exercise its discretion under Listing Rule 10.11.5.

7. When did 1TT first become aware that its revenue from continuing operations for FY26 to be reported in its audited financial report would differ from the amount reported in its preliminary final report?

8. Does 1TT consider that the difference between its reported revenue from continuing operations in its audited financial report and in its preliminary final report is material?

9. If 1TT first became aware of the circumstances giving rise to the difference between its audited reported revenue and preliminary reported revenue for FY26 before the date of release of the Annual Report, did 1TT make any announcement prior to that date which disclosed these circumstances? If not, please explain why 1TT did not immediately give ASX an explanation of the relevant circumstances giving rise to the difference in its reported revenue for FY26 and the effects the circumstances were expected to have on the entity's current or future financial performance or financial position, as required by Listing Rule 4.3D.

10. If the answer to question 8 is "no", please advise the basis for that view.

11. Please confirm that 1TT is in compliance with the Listing Rules and, in particular, Listing Rule 3.1.

12. Please confirm that 1TT's responses to the questions above have been authorised and approved in accordance with its published continuous disclosure policy or otherwise by its board or an officer of 1TT with delegated authority from the board to respond to ASX on disclosure matters.

When and where to send your response

This request is made under Listing Rule 18.7. Your response is required as soon as reasonably possible and, in any event, by no later than **9:00 AM AEDT Monday, 16 November 2026**.

You should note that if the information requested by this letter is information required to be given to ASX under Listing Rule 3.1 and it does not fall within the exceptions mentioned in Listing Rule 3.1A, 1TT's obligation is to disclose the information 'immediately'. This may require the information to be disclosed before the deadline set out above and may require 1TT to request a trading halt immediately if trading in 1TT's securities is not already halted or suspended.

Your response should be sent by e-mail to **ListingsComplianceSydney@asx.com.au**. It should not be sent directly to the ASX Market Announcements Office. This is to allow us to review your response to confirm that it is in a form appropriate for release to the market, before it is published on the ASX Market Announcements Platform.

Suspension

If you are unable to respond to this letter by the time specified above, ASX will likely suspend trading in 1TT's securities under Listing Rule 17.3.

Listing Rules 3.1 and 3.1A

In responding to this letter, you should have regard to 1TT's obligations under Listing Rules 3.1 and 3.1A and also to Guidance Note 8 *Continuous Disclosure: Listing Rules 3.1 – 3.1B*. It should be noted that 1TT's obligation to disclose information under Listing Rule 3.1 is not confined to, nor is it necessarily satisfied by, answering the questions set out in this letter.

Release of correspondence between ASX and entity

We reserve the right to release all or any part of this letter, your reply and any other related correspondence between us to the market under Listing Rule 18.7A. The usual course is for the correspondence to be released to the market.

Yours sincerely

ASX Supervision