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Entitlement Offer Booklet

A 1 FOR 2 PRO-RATA NON-RENOUNCEABLE ENTITLEMENT OFFER OF ORDINARY SHARES IN THRIVE TRIBE TECHNOLOGIES LIMITED AT $0.003 PER NEW SHARE TO RAISE APPROXIMATELY $618,736

OFFER CLOSES AT 5:00PM (SYDNEY TIME) ON FRIDAY, 10 OCTOBER 2025

This is an important document that requires your immediate attention. This document and the accompanying personalised Entitlement and Acceptance Form should be read in their entirety. This document is not a prospectus under the *Corporations Act 2001* (Cth) and has not been lodged with the Australian Securities and Investments Commission.

If you have any questions about the Entitlement Offer, you should seek advice from your stockbroker, accountant or other independent professional adviser.

If you have any questions in respect of the application process you can call the Share Registry on 1300 737 760 (within Australia) or 02 9290 9600 (within Australia) at any time between 8:30am and 5:00pm (Sydney time) on Monday to Friday during the Entitlement Offer Period.

NOT FOR DISTRIBUTION OR RELEASE IN THE UNITED STATES

Important Notices

Defined terms used in these important notices have the meaning given in this Offer Booklet.

This Offer Booklet is dated Wednesday, 1 October 2025.

The Entitlement Offer is made in accordance with section 708AA of the Corporations Act. This Offer Booklet does not contain all of the information which an investor may require to make an informed investment decision.

The information in this Offer Booklet does not constitute financial product advice and does not take into account your investment objectives, financial situation or particular needs.

This Offer Booklet should be read in its entirety before you decide to participate in the Entitlement Offer. This Offer Booklet is not a prospectus or other disclosure document under the Corporations Act and has not been lodged with ASIC.

By paying for your New Shares through BPAY® or EFT in accordance with the instructions on the Entitlement and Acceptance Form, you acknowledge that you have read this Offer Booklet and you have acted in accordance with and agree to the terms of the Entitlement Offer set out in this Offer Booklet.

Future performance and forward looking statements

This Offer Booklet contains certain forward looking statements and comments about future events, including the Company's expectations about the performance of its businesses and the effect of the funds raised under the Entitlement Offer on its business. Forward looking statements can generally be identified by the use of forward looking words such as, “expect”, “anticipate”, “likely”, “intend” and other similar expressions.

You are cautioned not to place undue reliance on any forward looking statement. While due care and attention has been used in the preparation of forward looking statements, forward looking statements, opinions and estimates provided in this Offer Booklet are based on assumptions and contingencies which are subject to change without notice, as are statements about market and industry trends which are based on interpretations of current market conditions. Forward looking statements may involve known and unknown risks, uncertainties and other factors, many of which are outside the Company's control, including the risk factors described in the “Key Risks” section of this Offer Booklet. The Company disclaims any intent or obligation to update publicly any forward looking statements, whether as a result of new information, future events or results or otherwise.

Past performance

Investors should note that the Company's past performance, including past share price performance, provides no guarantee or guidance as to future performance, including the Company's future financial position or share price performance.

No overseas offering

This Offer Booklet and the accompanying Entitlement and Acceptance Form do not constitute an offer or invitation in any place in which, or to any person to whom, it would not be lawful to make such offer or invitation. In particular, this Offer Booklet does not constitute an offer to Ineligible Shareholders and may not be distributed in the United States and the New Shares may not be offered or sold, directly or indirectly, to persons in the United States.

This Offer Booklet is not to be distributed, and no offer of New Shares is to be made, in countries other than Australia, New Zealand and Malaysia.

No action has been taken to register or qualify the Entitlement Offer, the Entitlements or the New Shares, or otherwise permit the public offering of the New Shares, in any jurisdiction other than Australia, New Zealand and Malaysia.

The distribution of this Offer Booklet (including an electronic copy) outside Australia, New Zealand and Malaysia is restricted by law. If you come into possession of the information in this Offer Booklet, you should observe such restrictions and should seek your own advice on such restrictions. Any non-compliance with these restrictions may contravene applicable securities laws.

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New Zealand

The New Shares are not being offered to the public within New Zealand other than to existing shareholders of the Company with registered addresses in New Zealand to whom the offer of these securities is being made in reliance on the Financial Markets Conduct Act 2013 and the Financial Markets Conduct (Incidental Offers) Exemption Notice 2021.

This document has been prepared in compliance with Australian law and has not been registered, filed with or approved by any New Zealand regulatory authority. This document is not a product disclosure statement under New Zealand law and is not required to, and may not, contain all the information that a product disclosure statement under New Zealand law is required to contain.

Malaysia

No approval from, or recognition by, the Securities Commission of Malaysia has been or will be obtained in relation to the offer of New Shares. The New Shares may not be offered, sold or issued in Malaysia except to existing shareholders of the Company. Any New Shares not applied for under the Entitlement Offer may not be offered, sold or issued in Malaysia except pursuant to, and to persons prescribed under, pursuant to Part I of Schedule 6 and Schedule 7 of the Malaysian Capital Markets and Services Act 2007.

Offer not made in the United States

This Offer Booklet, and any accompanying ASX announcements and the Entitlement and Acceptance Form do not constitute an offer to sell, or the solicitation of an offer to buy, any securities in the United States. Neither this Offer Booklet nor the Entitlement and Acceptance Form may be distributed or released in the United States. The New Shares offered in the Entitlement Offer have not been, and will not be, registered under the U.S. Securities Act of 1933, as amended (U.S. Securities Act) or the securities laws of any state or other jurisdiction of the United States. Accordingly, the Entitlements may not be taken up by, and the New Shares may not be offered or sold, directly or indirectly to persons in the United States or persons who are acting for the account or benefit of a person in the United States unless they have been registered under the U.S. Securities Act (which the Company has no obligation to do so or procure) or in a transaction exempt from, or not subject to, the registration requirements of the U.S. Securities Act and any other applicable U.S. state securities laws. The New Shares to be offered and sold in the Entitlement Offer may only be offered and sold outside the United States in “offshore transactions” (as defined in Rule 902(h) under the U.S. Securities Act) in compliance with Regulation S under the U.S. Securities Act.

No representations

No person is authorised to give any information or to make any representation in connection with the Entitlement Offer which is not contained in this Offer Booklet. Any information or representation in connection with the Entitlement Offer not contained in the Offer Booklet may not be relied upon as having been authorised by the Company or any of its officers.

Risks

Refer to the "Key Risks" section included in section 3.1 of this Offer Booklet for a summary of general and specific risk factors that may affect the Company.

Times and dates

Times and dates in this Offer Booklet are (except where historical) indicative only and subject to change. All times refer to Sydney, Australia time.

Currency

Unless otherwise stated, a reference to dollars ($) or cents (¢) in this Offer Booklet is a reference to Australian currency.

Trading New Shares

The Company will have no responsibility and disclaims all liability (to the maximum extent permitted by law) to you if you trade New Shares you believe will be issued to you before you receive your holding statement, whether on the basis of confirmation of the allocation provided by the Company or the Share Registry or failure to maintain your updated details on the Share Registry or otherwise.

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If you are in any doubts as to these matters, you should seek advice from your stockbroker, accountant or other independent professional adviser.

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Chairman's letter

1 October 2025

Dear Shareholder,

On 22 September 2025 the Company announced its intention to raise up to approximately $618,736 by way of a 1 for 2 pro-rata non-renounceable entitlement offer of new shares at an offer price of $0.003 per new share (**Entitlement Offer**).

Details of the Entitlement Offer

This Offer Booklet sets out the terms of the Entitlement Offer.

Under the Entitlement Offer, eligible shareholders are entitled to subscribe for one (1) New Share for every two (2) existing Shares held at 7:00pm (Sydney time) on Friday, 26 September 2025 at the Offer Price of $0.003 per New Share. The Entitlement Offer is seeking to raise up to approximately $618,736 (before costs).

The pro-rata nature of the Entitlement Offer favours existing Shareholders in recognition of their ongoing support and provides an equitable mechanism for shareholders to maintain their level of ownership.

The Entitlement Offer is non-renounceable and therefore your Entitlements will not be tradeable on ASX, cannot be sold and are therefore not transferable. I encourage you to consider this offer carefully.

How to apply

This Offer Booklet is important and requires your immediate attention. It is accompanied by your personalised Entitlement and Acceptance Form which contains details of your Entitlement as well as important information including:

- key dates for the Entitlement Offer; and
- instructions on how to apply, setting out how to accept all or part of your Entitlement in the Entitlement Offer if you choose to do so.

The Entitlement Offer closes at 5:00pm (Sydney time) on Friday, 10 October 2025. To participate, you need to ensure that you have completed your application by paying Application Monies via BPAY® or EFT pursuant to the instructions that are set out on the Entitlement and Acceptance Form so that your payment via BPAY® or EFT has been received by the Share Registry by the Closing Date.

You may also apply for Additional Shares beyond your Entitlement via the Top Up Facility, which will operate if other Shareholders fail to fully take up their Entitlement.

Please refer to the instructions in section 2 of this Offer Booklet for further information in this regard.

If you do not wish to take up your Entitlement, you do not have to take any action.

Additional information

Further information on the Entitlement Offer is detailed in this Offer Booklet. You should read the entirety of this Offer Booklet carefully before deciding whether to participate in the Entitlement Offer.

If you have any further questions about the Entitlement Offer, you should seek advice from your stockbroker, accountant or other independent professional adviser.

If you have any questions in respect of the application process you can call the Share Registry on 1300 737 760 (within Australia) or 02 9290 9600 (within Australia) at any time between 8:30am and 5:00pm (Sydney time) on Monday to Friday during the Entitlement Offer Period.

On behalf of the Board of Directors, I thank you for your ongoing support.

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Yours sincerely,

Rumi Guzder
Non-Executive Chairman
Thrive Tribe Technologies Limited

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Summary of the Entitlement Offer

Entitlement Offer	
Ratio	1 New Share for every 2 existing Shares
Offer Price	$0.003 per New Share
Size	Approximately 206,245,471 New Shares[1]
Gross proceeds	$618,736

Key dates for the Entitlement Offer

Event	Date
Announce Entitlement Offer	Monday, 22 September 2025
Ex date	Thursday, 25 September 2025
Record Date	7:00pm (Sydney time), Friday, 26 September 2025
Despatch Letter to Ineligible Shareholders	Wednesday, 1 October 2025
Despatch Offer Booklet to Eligible Shareholders	Wednesday, 1 October 2025
Entitlement Offer opens	Wednesday, 1 October 2025
Last day to extend the Entitlement Offer Closing Date	Tuesday, 7 October 2025
Entitlement Offer closes	5:00pm (Sydney time), Friday, 10 October 2025
New Shares expected to be quoted on a deferred settlement basis	Monday, 13 October 2025
Settlement of Entitlement Offer	Wednesday, 15 October 2025
ASX Announcement of results of the Offer	Wednesday, 15 October 2025
Allotment of New Shares pursuant to the Offer	Friday, 17 October 2025
Normal (T+2) trading of New Shares commences	Monday, 20 October 2025
Holding Statements sent to Shareholders	Monday, 20 October 2025

Note: The timetable above is indicative only and subject to change. The Company reserves the right to amend any or all of these events, dates and times, without notice, subject to the Corporations Act, the Listing Rules and other applicable laws. In particular, the Company reserves the right to extend the Closing Date of the Entitlement Offer, to accept late applications either generally or in particular cases or to withdraw the Entitlement Offer without prior notice. The commencement of quotation of New Shares is subject to confirmation from ASX. All references in this Offer Booklet are to Sydney, Australia time.

The Company also reserves the right not to proceed with the Entitlement Offer in whole or in part at any time prior to allotment and issue of the New Shares. In that event, the relevant Application Monies (without interest) will be returned in full to applicants.

[1] The final number of New Shares issued will depend on the number of entitlements accepted and will be subject to rounding.

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The commencement and quotation of New Shares is subject to the discretion of ASX.

Cooling off rights do not apply to an investment in New Shares. You cannot withdraw your application once it has been accepted.

Enquiries

If you have any questions about the Entitlement Offer, you should seek advice from your stockbroker, accountant or other independent professional adviser.

If you have any questions in respect of the application process you can call the Share Registry on 1300 737 760 (within Australia) or 02 9290 9600 (within Australia) at any time between 8:30am and 5:00pm (Sydney time) on Monday to Friday during the Entitlement Offer Period.

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1 Details of the Entitlement Offer

1.1 Entitlement Offer

The Entitlement Offer is an offer of approximately 206,245,471 New Shares at the Offer Price of $0.003 per New Share. All Eligible Shareholders are entitled to subscribe for 1 New Share for every 2 existing Shares held at 7:00pm (Sydney time) on the Record Date.

The Entitlement Offer is non-renounceable. Accordingly, Entitlements do not trade on the ASX, nor can they be sold, transferred or otherwise disposed of.

Eligible Shareholders are invited to take up all or part of their Entitlements. Eligible Shareholders who take up all of their Entitlements may also apply for Additional Shares via the Top Up Facility.

The Entitlement Offer opens at 10:00am (Sydney time) on Wednesday, 1 October 2025 and closes at 5:00pm (Sydney time) on Friday, 10 October 2025. The Offer Booklet will be dispatched on Wednesday, 1 October 2025, along with a personalised Entitlement and Acceptance Form, to Eligible Shareholders.

New Shares will be issued on a fully paid basis and will rank equally with existing Shares on issue.

The Entitlement Offer is being made pursuant to section 708AA of the Corporations Act, which allows rights issues to be offered without a prospectus provided certain conditions are satisfied.

Accordingly, this offer is not being made under a prospectus and it is important for Eligible Shareholders to read and understand the information publicly available on the Company and in the Entitlement Offer, prior to taking up all or part of their Entitlement. Please refer to the announcements made available at www.asx.com.au (search by reference to the Company's ASX ticker which is 1TT).

1.2 Lead Manager

The Entitlement Offer is being managed by Clee Capital Pty Ltd (**Lead Manager**). Details of the arrangement between the Company and the Lead Manager are provided in section 4.9.

1.3 Purpose and use of funds

The Entitlement Offer will raise up to approximately $618,736 (before costs of approximately $60,000). The Company is currently proposing to use the funds raised under the Entitlement Offer as follows:

Description	**If the full $618,736 is raised**	
	Amount	**Percentage**
Costs of the Entitlement Offer	$60,000	9.7%
Working Capital	$558,736	90.3%
Total	**$618,736**	**100%**

1.4 Who is eligible to participate in the Entitlement Offer?

Shareholders are eligible to participate in the Entitlement Offer if they:

(a) are registered as a holder of Shares as at the Record Date;

(b) as at the Record Date, have a registered address in Australia, New Zealand or Malaysia;

(c) are not in the United States and are not acting for the account or benefit of a person in the United States (to the extent they are holding Shares for the account or benefit of such person in the United States); and

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(d) are eligible under all applicable securities laws to receive an offer under the Entitlement Offer without any requirement for a prospectus or offer document to be lodged or registered.

1.5 **What is your Entitlement?**

Your Entitlement is set out on the accompanying personalised Entitlement and Acceptance Form and has been calculated on the basis of one (1) New Share for every two (2) existing Shares you held as at the Record Date. If you have more than one registered holding of Shares, you will be sent more than one personalised Entitlement and Acceptance Form and you will have separate Entitlements for each separate holding.

1.6 **Can you trade your Entitlement?**

The Entitlement Offer is non-renounceable. Accordingly, your Entitlement cannot be traded on the ASX, nor can it be sold, transferred or otherwise disposed of.

1.7 **Can you apply for more than your Entitlement?**

Yes, the Company is offering a Top Up Facility so that Eligible Shareholders (other than Directors and related parties of the Company) who fully subscribe for their Entitlement under the Entitlement Offer will also have the right to apply for New Shares not subscribed for by other Eligible Shareholders under the Entitlement Offer (i.e. Additional Shares) at the Offer Price.

Additional Shares will only be available if all Eligible Shareholders do not take up all of their Entitlements in full.

There is no guarantee that there will be any Additional Shares to apply for, or that you will receive all, or any, of the Additional Shares you apply for. If you are allocated fewer Additional Shares than you applied for, any excess Application Monies will be refunded to you without interest.

The Directors reserve the right to issue Additional Shares at their absolute discretion within 3 months after the Closing Date.

The Company proposes to adopt the following allocation policy for allocating Additional Shares:

(a) if there are Additional Shares, each Eligible Shareholder who has applied for Additional Shares through the Top Up Facility will be entitled to be allocated their pro rata share of them having regard to their holdings at the Record Date (if an Eligible Shareholder has made an application for Additional Shares for an amount less than the amount of Additional Shares that the Eligible Shareholder would otherwise be allocated under this process, the Eligible Shareholder will be allocated the amount applied for);

(b) the allocation process described above will be repeated in relation to any remaining Additional Shares and any subsequent remaining Additional Shares, until either all New Shares proposed to be issued have been allocated or all Additional Shares applications have been satisfied in full; and

(c) if any Shortfall remains after applications for Additional Shares under the Top Up Facility are considered, the Directors reserve the right, subject to the Corporations Act and the Listing Rules, to place any further Shortfall at their discretion (other than to Directors and related parties of the Company) within 3 months after the close of the Entitlement Offer at a price not less than the Offer Price.

For the avoidance of doubt, the prohibitions set out in section 606 of the Corporations Act on certain acquisitions of relevant interests in voting shares will apply to limit the acquisition of Additional Shares through the Top Up Facility and any Shortfall Shares. No New Shares will be issued under the Top Up Facility or Shortfall to any Directors or other related parties of the Company unless prior Shareholder approval is received.

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1.8 ASX quotation

Subject to approval being granted, quotation of the New Shares is expected to commence on Monday, 13 October 2025 for New Shares issued under the Entitlement Offer on a deferred settlement basis.

Holding statements will be despatched in accordance with the Listing Rules. It is the responsibility of each applicant to confirm their holding before trading in New Shares. Any applicant who sells New Shares before receiving confirmation of their holding in the form of a holding statement will do so at their own risk. The Company disclaim all liability (to the maximum extent permitted by law) to persons who trade New Shares before receiving their holding statements, whether on the basis of confirmation of the allocation provided by the Company, the Share Registry or otherwise.

1.9 Ineligible Shareholders

All Shareholders who are not Eligible Shareholders are Ineligible Shareholders. No action has been taken to register or qualify the Entitlement Offer, the Entitlements or the New Shares or otherwise permit the public offering of the New Shares in any jurisdiction other than Australia, New Zealand and Malaysia. Shareholders in any such jurisdictions (**Ineligible Shareholders**) will not be entitled to participate in the Entitlement Offer.

The Company has determined that it would be unreasonable on this occasion to extend the Entitlement Offer to Ineligible Shareholders, having regard to the very small number of such shareholders, the number of securities held by such Shareholders, the number and value of New Shares that they would be offered, and the costs of complying with the legal and regulatory requirements which would apply to an offer of securities to Shareholders in any jurisdiction other than Australia, New Zealand and Malaysia.

1.10 Notice to nominees and custodians

Nominees and custodians may not distribute this document, and may not permit any beneficial shareholder to participate in the Entitlement Offer, in any country outside Australia, New Zealand and Malaysia except, with the consent of the Company, to beneficial shareholders resident in certain other countries where the Company may determine it is lawful and practical to make the Entitlement Offer.

1.11 Effect on capital structure

The indicative capital structure of the Company following completion of the Entitlement Offer is set out below.

	As at the date of the Offer Booklet	On issue of New Shares[2]
Shares	412,490,943	618,736,414
Options	1,500,000[3]	1,500,000[3]
Total securities	413,990,943	620,236,414

1.12 Effect on control of the Company

As the Entitlement Offer is structured as a pro rata issue to all Eligible Shareholders, it will not have any material effect or consequence on the control of the Company if all Eligible Shareholders take up their Entitlements. If Shareholders do not take up their Entitlements (whether because they are Ineligible Shareholders or otherwise), their shareholding in the Company will be diluted.

[2] The number of New Shares issued has been assumed in respect of the Entitlement Offer on the basis that the Entitlement Offer is fully subscribed. The number of New Shares issued under the Entitlement Offer are estimates only due to the rounding of Entitlements and reconciliations of Entitlements under the Entitlement Offer to Shareholders as at the Record Date. The exact number of New Shares to be issued under the Entitlement Offer will not be known until settlement of the Entitlement Offer.
[3] 125,000 unlisted options expiring 30 November 2025 with an exercise price of $1.20; 125,000 unlisted Options expiring 30 November 2025 with an exercise price of $2.00; 750,000 unlisted Options expiring 15 December 2026 with an exercise price of $2.00; and 500,000 unlisted Options expiring 30 September 2027 with an exercise price of $0.12.

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The shareholding of Shareholders who only take up part of their Entitlements will also be diluted, but to a lesser extent.

Shareholders should note that if they do not participate in the Entitlement Offer, their holdings are likely to be diluted by up to 33.33%. The dilution of 33.33% is the maximum percentage on the assumption that those Entitlements not accepted are placed under the Top Up Facility and Shortfall. In the event all Entitlements are not accepted and some or all of the resulting Shortfall is not subsequently placed, the dilution effect for each Shareholder not accepting their Entitlement would be a lesser percentage.

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2 How to apply

2.1 What you may do – choices available

If you have any questions about the Entitlement Offer, you should seek advice from your stockbroker, accountant or other independent professional adviser.

If you have any questions in respect of the application process you can call the Share Registry on 1300 737 760 (within Australia) or 02 9290 9600 (within Australia) at any time between 8:30am and 5:00pm (Sydney time) on Monday to Friday during the Entitlement Offer period.

If you are an Eligible Shareholder, you may do any one of the following:

(a) take up all of your Entitlement (see section 2.2 of this Offer Booklet);

(b) take up part of your Entitlement (see section 2.3 of this Offer Booklet);

(c) do nothing and let your Entitlement lapse (see section 2.4 of this Offer Booklet); or

(d) take up all of your Entitlement and subscribe for Additional Shares via the Top Up Facility (see section 2.5 of this Offer Booklet).

You should note that, if you do not take up all of your Entitlement, your percentage shareholding in the Company will be diluted.

The Company reserves the right to reject any Entitlement and Acceptance Form that is not correctly completed or that is received after the Closing Date of the Entitlement Offer.

2.2 If you wish to take up all of your Entitlement

If you wish to take up all of your Entitlement, you should make your payment by BPAY® (for Australian Shareholders) or EFT (for overseas Shareholders) for the full amount payable (being the Offer Price multiplied by the number of New Shares comprising your Entitlement) so that it is received by the Closing Date.

You are not required to submit the personalised Entitlement and Acceptance Form but are taken to make the statements on that form.

For further information on how you can pay for New Shares, please refer to section 2.7.

If you take up and pay for your Entitlement before the Closing Date of the Entitlement Offer you will be allotted your New Shares on Friday, 17 October 2025. The Company's decision on the number of New Shares allotted to you will be final.

2.3 If you wish to take up part of your Entitlement

If you wish to take up part of your Entitlement and reject the balance, you should make your payment by BPAY® or EFT (as applicable) for the full amount payable (being the Offer Price multiplied by the number of New Shares you are taking up – you will need to calculate this number yourself) so that it is received by the Closing Date.

You are not required to submit the personalised Entitlement and Acceptance Form but are taken to make the statements on that form.

For further information on how you can pay for New Shares, please refer to section 2.7.

If you take up and pay for part of your Entitlement before the Closing Date of the Entitlement Offer, you will be allotted your New Shares on Friday, 17 October 2025. The Company's decision on the number of New Shares allotted to you will be final.

2.4 If you do not wish to take up your Entitlement

If you do not wish to accept all or any part of your Entitlement, do not take any further action and that part of your Entitlement will lapse.

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2.5 **If you wish to subscribe for Additional Shares in the Top Up Facility**

Subject to section 606 of the Corporations Act, if you are an Eligible Shareholder who is not a Director or other related party of the Company, you may, in addition to taking up your Entitlement in full, apply for Additional Shares in excess of your Entitlement via the Top Up Facility.

If you wish to subscribe for Additional Shares in addition to your Entitlement, you should make your payment by BPAY® or EFT (as applicable) for the full amount payable (being the Offer Price multiplied by the number of New Shares comprising your Entitlement, plus the Offer Price multiplied by the number of Additional Shares you wish to subscribe for) so that it is received by the Closing Date.

You are not required to submit the personalised Entitlement and Acceptance Form but are taken to make the statements on that form.

For further information on how you can pay for New Shares, please refer to section 2.7.

If you subscribe for and pay for your Entitlement and the Additional Shares you wish to subscribe for before the Closing Date of the Entitlement Offer, you will be allotted your New Shares on Friday, 17 October 2025. The Company's decision on the number of New Shares allotted to you will be final.

2.6 **Consequences of not accepting all or part of your Entitlement**

If you do not accept all or part of your Entitlement in accordance with the instructions set out above, those New Shares for which you would have otherwise been entitled under the Entitlement Offer (including New Shares that relate to the portion of your Entitlement that has not been accepted) may be acquired by another Shareholder.

By allowing your Entitlement to lapse, you will forgo any exposure to increases or decreases in the value of the New Shares had you taken up your Entitlement and you will not receive any value for your Entitlement. Your shareholding in the Company will also be diluted.

2.7 **Payment**

(a) **General**

The Offer Price of $0.003 per New Share accepted is payable on acceptance of your Entitlement. You can pay via BPAY® (if you are an Australian Shareholder) or EFT (if you are an overseas Shareholder).

Cash, cheque, bank draft and money order payments will not be accepted. Receipts for payment will not be issued.

Application Monies received from Eligible Shareholders will, until New Shares in respect of the Application Monies are issued, be held by the Company in a trust account.

The Company reserves the right to cancel the Entitlement Offer at any time prior to the allocation of New Shares under the Entitlement Offer. If the Entitlement Offer is cancelled, all Application Monies will be refunded without interest. To the fullest extent permitted by law, each Eligible Shareholder agrees that any Application Monies paid by them to the Company will not entitle them to any interest against the Company and that any interest earned in respect of Application Monies will belong to the Company. This will be the case, whether or not all or none (if the Entitlement Offer is withdrawn) of the New Shares applied for by a person are issued to that person.

Any Application Monies received for more than your final allocation of New Shares will be refunded. No interest will be paid on any Application Monies received or refunded.

(b) **Payment by BPAY®**

For payment by BPAY®, please follow the instructions on the personalised Entitlement and Acceptance Form (which includes the biller code and your unique reference number). You

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can only make a payment via BPAY® if you are the holder of an account with an Australian financial institution that supports BPAY® transactions.

If you are paying by BPAY®, please make sure to use the specific Biller Code and unique Reference Number on your Entitlement and Acceptance Form.

If you have multiple holdings and receive more than one Entitlement and Acceptance Form, when taking up your Entitlement in respect of one of those holdings, please only use the Reference Number specific to the Entitlement on that form. If you do not use the correct Reference Number specific to that holding, or inadvertently use the same Reference Number for more than one of your Entitlements, your application will not be recognised as valid.

Please note that should you choose to pay by BPAY®:

- you do not need to submit the personalised Entitlement and Acceptance Form but are taken to have made the statements on that personalised Entitlement and Acceptance Form; and

- if you do not pay for your full Entitlement, you are deemed to have taken up your Entitlement in respect of such whole number of New Shares which is covered in full by your Application Monies.

It is your responsibility to ensure that your BPAY® payment is received by the Share Registry by no later than the Closing Date. You should be aware that your financial institution may implement earlier cut-off times with regard to electronic payment and you should therefore take this into consideration when making payment.

(c) **Payment by EFT**

For payment by EFT, please follow the instructions on the personalised Entitlement and Acceptance Form (which includes your unique reference number) and separate EFT instructions which will be provided to you.

If you are paying by EFT, please make sure to use the specific unique Reference Number on your Entitlement and Acceptance Form.

If you have multiple holdings and receive more than one Entitlement and Acceptance Form, when taking up your Entitlement in respect of one of those holdings, please only use the Reference Number specific to the Entitlement on that form. If you do not use the correct Reference Number specific to that holding, or inadvertently use the same Reference Number for more than one of your Entitlements, your application will not be recognised as valid.

Please note that should you choose to pay by EFT:

(i) you do not need to submit the personalised Entitlement and Acceptance Form but are taken to have made the statements on that personalised Entitlement and Acceptance Form; and

(ii) if you do not pay for your full Entitlement, you are deemed to have taken up your Entitlement in respect of such whole number of New Shares which is covered in full by your Application Monies.

It is your responsibility to ensure that your EFT payment is received by the Share Registry by no later than the Closing Date. You should be aware that your financial institution may implement earlier cut-off times with regard to electronic payment and you should therefore take this into consideration when making payment.

You should ensure that sufficient funds are held in the relevant account(s) to cover the Application Monies. If the amount of your EFT for Application Monies is insufficient to pay in full for the number of New Shares you have applied for, you will be taken to have applied for such lower number of whole New Shares as your cleared Application Monies will pay for (and you will be taken to have applied for that number of New Shares).

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Alternatively, your application will not be accepted.

2.8 **Effect of participating in Entitlement Offer**

By making a payment by BPAY® or EFT (as the case may be), or otherwise applying to participate in the Entitlement Offer or exercising an Entitlement, you:

(a) declare that:

(i) if you are an Eligible Shareholder, all details and statements made in the personalised Entitlement and Acceptance Form are complete and accurate;

(ii) you are over 18 years of age and have full legal capacity and power to perform all your rights and obligations under the Entitlement Offer; and

(iii) you were the registered holder(s) at the Record Date of the Shares indicated on the personalised Entitlement and Acceptance Form as being held by you on the Record Date;

(b) authorise the Company to correct any errors in your personalised Entitlement and Acceptance Form or other form provided by you;

(c) acknowledge that:

(i) once the Company receives your payment by BPAY® or EFT (as the case may be), you may not withdraw it except as allowed by law;

(ii) you have read and understood this Offer Booklet and the personalised Entitlement and Acceptance Form;

(iii) the information contained in this Offer Booklet is not investment advice or a recommendation that the New Shares are suitable for you, given your investment objectives, financial situation or particular needs;

(iv) this Offer Booklet is not a prospectus, does not contain all of the information that you may require in order to assess an investment in the Company and is given in the context of the Company's past and ongoing continuous and periodic disclosure announcements to ASX; and

(v) none of the Company or their respective related bodies corporate and affiliates and their respective directors, officers, partners, employees, representatives, agents, consultants or advisers, guarantees the performance of the Company, nor do they guarantee the repayment of capital;

(d) agree to:

(i) apply for, and be issued with up to, the number of New Shares that you apply for at the Offer Price of $0.003 per New Share; and

(ii) be bound by the terms of this Offer Booklet and the provisions of the Company's constitution;

(e) authorise the Company to register you as the holder of New Shares and authorise the Company and its officers or agents to do anything on your behalf necessary for the New Shares to be issued to you, including to act on instruction of the Share Registry by using the contact details set out in the personalised Entitlement and Acceptance Form; and

(f) represent and warrant that:

(i) the law of any place (other than Australia, New Zealand and Malaysia) does not prohibit you from being given this Offer Booklet or making an application for New Shares; and

(ii) you are an Eligible Shareholder.

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By making a payment by BPAY® or EFT, or otherwise applying to participate in the Entitlement Offer, you will also be treated as:

(g) having represented and warranted that:

(i) you are not in the United States and are not applying for New Shares on behalf of, or for the account or benefit of, a person in the United States;

(ii) you and each person on whose account you are acting are not engaged in the business of distributing securities; and

(iii) you and each person on whose account you are acting have not and will not send any materials relating to the Entitlement Offer, including this Offer Booklet and the Entitlement and Acceptance Form, to any person that is in the United States or that is acting for the account or benefit of a person in the United States; and

(h) acknowledging on your own behalf and on behalf of each person on whose account you are acting that:

(i) you are not in the United States and you are not acting for the account or benefit of a person in the United States;

(ii) you understand and acknowledge that neither the Entitlements nor the New Shares have been, or will be, registered under the U.S. Securities Act or the securities laws of any state or other jurisdiction in the United States;

(iii) you are subscribing for the New Shares outside the United States in an "offshore transaction" (as defined in Rule 902(h) under the U.S. Securities Act) in compliance with reliance on Regulation S under the U.S. Securities Act;

(iv) you have not and will not send this Offer Booklet, the Entitlement and Acceptance Form or any other materials relating to the Entitlement Offer to any person in the United States or any other country outside Australia, New Zealand or Malaysia; and

(v) if you are acting as a nominee or custodian, each beneficial holder on whose behalf you are submitting the Entitlement and Acceptance Form is resident in Australia, New Zealand or Malaysia and is not in the United States and is not acting for the account or benefit of a person in the United States, and you have not sent this Offer Booklet, the Entitlement and Acceptance Form or any information relating to the Entitlement Offer to any such person.

2.9 Brokerage and stamp duty

No brokerage fee is payable by Eligible Shareholders who accept their Entitlement. No stamp duty should be payable for subscribing for New Shares under the Entitlement Offer.

2.10 Withdrawal of the Entitlement Offer

Subject to applicable law, the Company reserves the right to withdraw the Entitlement Offer at any time before the issue of New Shares, in which case the Company will refund any Application Monies already received in accordance with the Corporations Act and will do so without interest being payable to applicants.

2.11 Enquiries

If you have not received or you have lost your personalised Entitlement and Acceptance Form, or have any questions, please contact the Share Registry on 1300 737 760 (within Australia) or 02 9290 9600 (within Australia) at any time between 8:30am and 5:00pm (Sydney time) on Monday to Friday during the Entitlement Offer Period. If you have any further questions about the Entitlement Offer, you should contact your stockbroker, accountant or other professional adviser.

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3 Risks

3.1 Overview

Eligible Shareholders should be aware that an investment in the Company involves risks. The key risks identified by the Company are set out below but these are not an exhaustive list of the risks associated with an investment in the Company shares.

3.2 Company specific risks

(a) Technology

The Company's business is solely based around its 'Mytribe' e-commerce marketplace (**Platform**). The attraction of the Platform to users is its simple, new age and engaging user interface which facilitates ease of effective communication between employer and employee. There is a risk that the Platform technology may be superseded by a new technology which has advantages over the Company's offerings and delivers employer to employee communications in a more practical, efficient, engaging and reliable manner.

(b) Loss of customers

The Company's future revenue prospects are heavily reliant on the conversion of its clients trialling the Platform into paying clients, and the delivery of additional product offerings to those paying clients. Accordingly, the Company must maintain and support its existing customer relationships (whether trailing customers or paying customers) to ensure they continue using the Platform into the future. The loss of customers may adversely affect the operating results of the Company.

(c) Increase in competition

The human resources technology market is highly competitive. The actions of an existing competitor or the introduction of a new competitor in this market may make it difficult for the Company to attract new users, expand its user base and subscribe for each of its product offerings. Further, customers may cancel their contracts with the Company. This will materially affect the Company's ability to grow its revenue, which in turn, may have an adverse effect on its profitability. If the Company's platform proves to be less successful than its competitors' products, the whole business of the Company could be adversely affected.

(d) Sales and marketing success

The commercial success of the Platform will be contingent on the success of the sales and marketing campaigns. By its nature, there is no guarantee that the Company's sales and marketing campaigns will be successful. In the event that they are not, the Company may encounter difficulty commercialising its product, which would have an impact on the Company's future sales and profitability.

(e) Growth strategies

The Company has adopted a new business strategy being a new agency model which emphasizes delivering top-tier digital and social media strategies, advertising, content development and training services to businesses using technology. There is a risk that the implementation of this strategies will be subject to delays or cost overruns and there is no guarantee that this strategy will generate the full benefits anticipated or result in future sales and earnings growth. Failure of this strategy would result in non-existent or negligible growth for the Company.

In particular, the Company is an early-stage start up, and as such its future success and profitability is modelled on accelerated growth and an expansion plan to achieve the objective of obtaining a large user footprint (both domestically and globally) for its Platform. The Company's growth and expansion prospects are dependent upon a number of factors, including user take up and the success of its marketing and sales campaigns. If the Company fails to execute any expansion plan and cannot attract users for its Platform or product offerings, its financial performance is likely to be negatively affected.

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(f) **Intellectual property**

There is a risk that other parties may claim to have an interest in the intellectual property used by the Company, particularly in relation to the use of open-source coding in the Platform. The intellectual property may be challenged by other parties and defending such actions may adversely impact the Company's earnings. In addition, the Company may be required to develop or support new technology and intellectual property which may require significant capital expenditure by the Company. The Company will likely acquire trade secrets and other intellectual property rights that are important assets and critical for the development of the Platform and the Company's product offerings in the future. The Company may therefore rely on a combination of confidentiality and licence agreements with its consultants and third parties with whom it has relationships, as well as domain name, trade secret, copyright and patent laws, to protect its brand and other intellectual property rights. However, various events outside of the Company's control could pose a threat to its intellectual property rights, as well as to its products and the Platform.

(g) **Reliance on key personnel**

The Company relies heavily on the experience and knowledge of its management team, which consists of strong experience in software development, recruitment and human resources management. The Company is also dependent on its ability to recruit and retain suitability qualified personnel such as those in its business development, customer success and support team. In the event that such key personnel leave the Company and the Company is unable to recruit suitable replacements, such loss could have a materially adverse effect on the Company, particularly given its size.

(h) **Programming errors**

The Company's Platform contains complicated programming. The Company's products may therefore contain, now or in the future, errors, bugs or vulnerabilities. Any errors, bugs or vulnerabilities discovered could result in (amongst other consequences) damage to the Company's brand, loss of users, loss of platform partners, falls in revenues or liability for damages, any of which could adversely affect the Company's business and operating results.

(i) **Reliance on application platform providers and search engines**

Should the Company's brand or products fail to attract a high level of internet search ranking, direction of users or potential new customers to its products could be limited and its business and operating results could be adversely affected. The Company relies on application marketplaces to facilitate downloads of its Platform. Should any operators of application platforms utilised by the Company make changes to limit or make accessing or using the Platform more difficult, the Company's business and operating results may be affected. The Company's search result rank is outside of its control and competitors' search engine procedures may result in their website or applications receiving a higher search result ranking. Reduced numbers of potential users directed to the Company's Platform could adversely affect its business and operating results.

(j) **Maintenance of database**

The Company will maintain an extensive and highly confidential database of its candidates and key client contacts. All interactions with both candidates and clients are recorded on the database, with such information shared across the Company for the benefit of all consultants. Any disruption to the database would have a detrimental impact on the way the Company conducts its day-to-day business.

3.3 **Industry specific risks**

(a) **Reliance on SaaS-based models**

The Company's future growth is dependent on the increasing adoption of software as a service based document productivity solutions. If the Company's solution is not accepted and used by more organisations, or if the market for such solutions fails to grow as

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expected, the Company's platform could be adversely affected, slowing revenue growth and future expansion opportunities.

(b) **Cybersecurity**

Customer's confidential information may be held by the Company through its customers' ordinary use of the Platform. By their nature, technological systems, including the Company's, are susceptible to cyber-attacks, with third parties seeking unauthorised access to data, financial theft and disruption to the ordinary use of services. These events could materially disrupt the Company's business and undermine users' trust in technology platforms such as the one provided by the Company. Any accidental or deliberate breach of the Company's systems may result in reputational damage, a loss of confidence in the services provided, a disruption of services to customers, claims by customers, loss of customers, legal action, regulatory fines, investigation or scrutiny. The Company may also expend costs to rectify any of its system's vulnerabilities. Furthermore, security or data issues afflicting the Company's third party suppliers could also adversely impact the Company's business operations, service offering and reputation.

(c) **Disruption of technology systems**

The Company relies on technology solutions and infrastructure (such as the internet, hosting services etc) to provide a satisfactory user experience for customers. There is a risk these systems may be adversely affected by disruption, service outages, malware, cyber-attacks, disruption, power surges or similar events. These may be caused by events outside of the Company's control and disrupt access to the Platform for lengthy periods, in turn damaging its reputation.

(d) **Change in regulation**

There is a general risk that laws and regulations pertaining to sharing of information, privacy of consumers and security of personal information may be imposed or strengthened, in a manner that could affect the Company's service delivery and future growth development opportunities. Potential regulations may impose restrictions on how the Company stores data, protects customer's data, uses customer's data or communicates usage, storage and protection of that data to customers.

3.4 **Investment risks**

(a) **Economic and geopolitical conditions**

There are a number of general economic and geopolitical conditions which may have an adverse effect on the Company's operations, and ability to pursue its growth strategies and pay dividends. Such changes include changes in government policy, taxation or other legislation, interest rates, unemployment, consumer sentiment, the strength of the Australian equity markets, natural disasters, acts of terrorism, financial failures of suppliers with which the Company contracts or the global economic outlook.

(b) **Equity market risks**

There can be no assurance that the price of the Shares will increase or even remain at the Offer Price, even if the Company is profitable and performing well. Shares may trade at a discount to the Offer Price. The Share price may be affected by a number of factors, many of which are outside the Company's control, including investor attitudes. Further, there can be no certainty that an active market in the Shares will exist.

(c) **Taxation**

The acquisition and disposal of Shares will have tax consequences which will differ depending on individual investors' affairs. Any change in the general treatment of companies for taxation purposes may impact on investors' returns, the treatment of dividends for income tax purposes or the taxation treatment of capital gains or losses for investors. Eligible Shareholders are advised to obtain their own professional taxation advice before making a decision in relation to the Entitlement Offer.

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(d) **Dilution risk**

The Company may undertake capital raisings in the future to raise funds, facilitate employee share plans or fund growth and other strategic initiatives. While the Company will be subject to the constraints of the Listing Rules regarding the percentage of its capital that it is able to issue within a 12-month period, Shareholders at the time may be diluted as a result of such capital raisings.

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4 Important information

4.1 Responsibility for Offer Booklet

This Offer Booklet (including the enclosed personalised Entitlement and Acceptance Form) has been prepared by the Company.

This Offer Booklet is dated Wednesday, 1 October 2025.

No party other than the Company has authorised or caused the issue of this Offer Booklet, or takes any responsibility for, or makes, any statements, representations or undertakings in this Offer Booklet.

No person is authorised to give any information, or to make any representation, in connection with the Entitlement Offer that is not contained in this Offer Booklet. Any information or representation that is not in this Offer Booklet may not be relied on as having been authorised by the Company, or its related bodies corporate in connection with the Entitlement Offer.

4.2 Announcements

The Company is a disclosing entity for the purposes of the Corporations Act and is therefore subject to regular reporting and disclosure obligations under the Corporations Act and Listing Rules. These obligations require the Company to notify ASX of information about specific events and matters as they arise for the purposes of ASX making that information available to the market. In particular, the Company has an obligation (subject to certain limited exceptions) to notify ASX once it is, or becomes, aware of information concerning the Company which a reasonable person would expect to have a material effect on the price or value of the Company's securities.

Accordingly, there may be additional announcements made by the Company after the date of this Offer Booklet and throughout the Entitlement Offer Period that may be relevant to your consideration of whether to take up or do nothing in respect of your Entitlement. Therefore, it is prudent that you check whether any further announcements have been made by the Company (by visiting the ASX website at www.asx.com.au) before submitting your application to take up your Entitlement.

4.3 Status of Offer Booklet

The Entitlement Offer is being made pursuant to provisions of the Corporations Act which allow rights issues to be offered without a prospectus.

Neither this Offer Booklet nor the Entitlement and Acceptance Form are required to be lodged or registered with ASIC. This Offer Booklet is not a prospectus under the Corporations Act and no prospectus for the Entitlement Offer will be prepared. These documents do not contain, or purport to contain, all of the information that a prospective investor may require in evaluating an investment in the Company. They do not contain all the information which would be required to be disclosed in a prospectus.

As a result, it is important for Eligible Shareholders to carefully read and understand the information on the Company and the Entitlement Offer made publicly available prior to accepting all or part of their Entitlement. In particular, please refer to this Offer Booklet and other announcements made available at www.asx.com.au.

This Offer Booklet does not contain financial product advice and has been prepared without taking into account your investment objectives, financial circumstances or particular needs. The Company is not licensed to provide financial product advice in respect of the New Shares. Before deciding whether to apply for New Shares, you should consider whether they are a suitable investment for you in light of your own investment objectives and financial circumstances and having regard to the merits or risks involved. If, after reading the Offer Booklet, you have any questions about the Entitlement Offer, you should contact your stockbroker, accountant or other independent professional adviser.

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4.4 Offer Booklet availability

Eligible Shareholders in Australia, New Zealand and Malaysia can obtain a copy of this Offer Booklet during the period of the Entitlement Offer by accessing the ASX website. Persons who access the electronic version of this Offer Booklet should ensure that they download and read the entire Offer Booklet. The electronic version of this Offer Booklet on the ASX website will not include a personalised Entitlement and Acceptance Form.

A replacement personalised Entitlement and Acceptance Form can be requested by calling the Share Registry on 1300 737 760 (within Australia) or 02 9290 9600 (within Australia) at any time between 8:30am and 5:00pm (Sydney time) on Monday to Friday during the Entitlement Offer Period.

This Offer Booklet (including the accompanying personalised Entitlement and Acceptance Form) may not be distributed or released to, or relied upon by, persons in the United States or that are acting for the account or benefit of a person in the United States.

4.5 No cooling off

Cooling off rights do not apply to an investment in New Shares. You cannot withdraw your application once it has been made.

4.6 Privacy statement

If you complete an application for New Shares, you will be providing personal information to the Company (directly or through the Share Registry). The Company collects, holds and will use that information to assess your application, service your needs as a Shareholder and to facilitate distribution payments and corporate communications to you as a Shareholder.

The information may also be used from time to time and disclosed to persons inspecting the register, bidders for your securities in the context of takeovers, regulatory bodies, including the Australian Taxation Office, authorised securities brokers, print service providers, mail houses and the Share Registry.

You can access, correct and update the personal information that is held about you. If you wish to do so, please contact the Share Registry at the relevant contact numbers set out in section 6 of this Offer Booklet.

Collection, maintenance and disclosure of certain personal information is governed by legislation including the *Privacy Act 1988* (Cth) (as amended), the Corporations Act and certain rules such as the ASX Settlement Operating Rules. You should note that, if the information required on the Entitlement and Acceptance Form is not provided, the Company may not be able to accept or process your application.

4.7 Governing law

This Offer Booklet, the Entitlement Offer and the contracts formed on acceptance of the Entitlement Offers pursuant to the personalised Entitlement and Acceptance Forms are governed by the laws applicable in New South Wales, Australia. Each applicant for New Shares submits to the non-exclusive jurisdiction of the courts of New South Wales, Australia.

4.8 Foreign jurisdictions

This Offer Booklet has been prepared to comply with the requirements of the securities laws of Australia.

The Entitlements and New Shares being offered under the Entitlement Offer are being offered to shareholders with registered addresses in New Zealand in reliance on the Financial Markets Conduct (Incidental Offers) Exemption Notice 2021. This Offer Booklet is not a product disclosure statement under the *Financial Markets Conduct Act 2013* (**FMCA**) or other similar offering or disclosure document under New Zealand law and has not been registered, filed with, or approved by any New Zealand regulatory authority or under or in accordance with the FMCA or any other relevant law in New Zealand. It does not contain all the information that a product disclosure document, under New Zealand law, is required to contain.

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No approval from, or recognition by, the Securities Commission of Malaysia has been or will be obtained in relation to the offer of Entitlements and New Shares. The Entitlements and New Shares may not be offered, sold or issued in Malaysia except to existing shareholders of the Company. Any Entitlements and New Shares not taken up under the entitlement offer may not be offered, sold or issued in Malaysia except pursuant to, and to persons prescribed under, pursuant to Part I of Schedule 6 and Schedule 7 of the Malaysian Capital Markets and Services Act 2007.

This Offer Booklet does not constitute an offer in any jurisdiction in which, or to any person to whom, it would not be lawful to make such an offer. No action has been taken to register or qualify the Entitlement Offer, the Entitlements or the New Shares or otherwise permit the public offering of the New Shares in any jurisdiction other than Australia, New Zealand and Malaysia.

This Offer Booklet, and any accompanying ASX announcements and the Entitlement and Acceptance Form, do not constitute an offer to sell, or the solicitation of an offer to buy, any securities in the United States. Neither this Offer Booklet nor the Entitlement and Acceptance Form may be distributed or released in the United States. Neither the Entitlements nor the New Shares offered in the Entitlement Offer have been, or will be, registered under the U.S. Securities Act or the securities laws of any state or other jurisdiction of the United States. Accordingly, the Entitlements may not be taken up by, and the New Shares may not be offered or sold to, persons in the United States or persons who are acting for the account or benefit of a person in the United States.

The New Shares to be offered and sold in the Entitlement Offer may only be offered and sold outside the United States in “offshore transactions” (as defined in Rule 902(h) under the U.S. Securities Act) in compliance with Regulation S under the U.S. Securities Act.

Any non-compliance with these restrictions may contravene applicable securities laws.

4.9 Lead Manager

The Lead Manager has entered into a lead manager mandate with the Company (**Lead Manager Mandate**).

(a) **Duties**

Under the Lead Manager Mandate the Lead Manager agrees to act as lead manager for the Entitlement Offer.

(b) **Fees**

In consideration for these services the Company has agreed to pay 6% plus GST of the proceeds raised under the Entitlement offer.

4.10 Disclaimer of representations

Except as required by law, and only to the extent so required, none of the Company, or any other person, warrants or guarantees the future performance of the Company or any return on any investment made pursuant to this Offer Booklet.

No entity (other than the Company) referred to in the Corporate Directory in section 6 of this Offer Booklet, nor any of their respective related bodies corporate, nor any of their respective directors, officers, partners, employees, representatives or agents, have authorised or caused the issue of this Offer Booklet and they do not take any responsibility for this Offer Booklet or any action taken by you on the basis of such information contained in this Offer Booklet. None of those persons has made or purports to make any statement in this Offer Booklet and there is no statement in this Offer Booklet which is based on any statement by any of them. To the maximum extent permitted by law, each of those persons exclude and disclaim all liability for any expenses, losses, damages or costs incurred by you as a result of your participation in the Entitlement Offer and the information contained in this Offer Booklet being inaccurate or incomplete in any way for any reason, whether by negligence or otherwise.

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5 Glossary

Additional Shares means New Shares applied for by an Eligible Shareholder that are in excess of the Eligible Shareholder's Entitlement.

Application Monies means the consideration for New Shares under the Entitlement Offer.

ASIC means the Australian Securities and Investments Commission.

ASX means ASX Limited ACN 008 624 691 or, where the context requires, the financial market operated by it on which Shares are quoted.

Board means the board of Directors.

Closing Date means the closing date of the Entitlement Offer being 5:00pm Sydney time on Friday, 10 October 2025 (subject to the right of the Company to vary the date without notice).

Company means Thrive Tribe Technologies Limited ACN 600 717 539.

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

Directors means the directors of the Company.

EFT means electronic funds transfer.

Eligible Shareholders has the meaning given in section 1.4 of the Offer Booklet.

Entitlement means the number of New Shares for which an Eligible Shareholder is entitled to subscribe under the Entitlement Offer, being 1 New Share for every existing 2 Shares held at the Record Date.

Entitlement and Acceptance Form means the personalised form accompanying this Offer Booklet to be used to make an application in accordance with the instructions set out on that form.

Entitlement Offer or **Offer** means the pro rata non-renounceable entitlement offer of up to 206,245,471 New Shares to Eligible Shareholders at the ratio of 1 New Share for every existing 2 Shares held at the Record Date at an Offer Price of $0.003 per New Share.

Entitlement Offer Period means the period between the Opening Date and the Closing Date.

Ineligible Shareholders has the meaning given in section 1.9 of this Offer Booklet.

Listing Rules means the official listing rules of ASX.

New Shares means the Shares offered under the Entitlement Offer.

Offer Booklet means this Offer Booklet in relation to the Entitlement Offer, including the personalised Entitlement and Acceptance Form accompanying the Offer Booklet.

Offer Price means $0.003, being the price payable per New Share under the Entitlement Offer.

Opening Date means Wednesday, 1 October 2025.

Record Date means 7:00pm (Sydney time) on Friday, 26 September 2025.

Share means a fully paid ordinary share in the Company.

Share Registry means Boardroom Pty Limited.

Shareholder means a holder of a Share.

Shortfall or **Shortfall Shares** means any New Shares not taken up by Eligible Shareholders under the Offer or the Top Up Facility.

Top Up Facility means the mechanism by which Eligible Shareholders can apply for Additional Shares.

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U.S. Securities Act means the United States Securities Act 1933 (as amended).

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6 Corporate directory

Thrive Tribe Technologies Limited

Level 57, MLC Centre
19-29 Martin Place
Sydney NSW 2000

https://www.thrivetribegroup.com.au/

Share Registry – Boardroom Pty Limited

Level 8, 210 George Street
Sydney NSW 2000

1300 737 760 (within Australia)
02 9290 9600 (within Australia)

Open between 8:30am and 5:00pm (Sydney time) Monday to Friday

Australian legal adviser – Thomson Geer

Level 14, 60 Martin Place
Sydney NSW 2000

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