

**Thrive Tribe Technologies Limited**

**ABN 64 600 717 539**

**Annual Report - 30 June 2025**

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## Thrive Tribe Technologies Limited

### Directors' report

30 June 2025

The directors present their report, together with the financial statements, on the consolidated entity (referred to hereafter as the 'Group' or 'Thrive Tribe') consisting of Thrive Tribe Technologies Limited (referred to hereafter as the 'Company' or 'parent entity') and the entities it controlled at the end of, or during, the year ended 30 June 2025.

#### Directors

The following persons were directors of Thrive Tribe Technologies Limited during the whole of the financial year and up to the date of this report, unless otherwise stated:

Rumi Guzder - Non-Executive Chairman

Joshua Quinn - Non-Executive Director

Wesley Culley - Executive Director

#### Principal activities

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

- Development and Commercialization of the MyTribe well being App and sale of healthy snacks.

#### Dividends

There were no dividends paid, recommended or declared during the current or previous financial year.

#### Review of operations

The loss for the Group after providing for income tax and non-controlling interest amounted to \$3,497,992 (30 June 2024: \$3,556,733).

Sales revenue from continuing operations increased from \$16,329 to \$55,540. There was a reduction in research and development tax incentives, which fell to \$0 (2024: \$1,067,254). Interest revenue was \$2,613 (2024: \$72,028), and other income was \$18,263 (2024: \$454). A gain on derecognition of Daily Food Brand Pty Ltd was recognised at \$105,337.

Expenses from continuing operations included employee benefits of \$547,528 (2024: \$1,020,832), depreciation and amortisation of \$240,807 (2024: \$8,576), professional and consulting expenses of \$2,501,988 (2024: \$1,895,669), and finance costs of \$4,592 (2024: \$129,074). No impairments of investments or goodwill were recorded in 2025 (2024: \$402,678 and \$592,621, respectively).

Discontinued operations from Daily Food Brand Pty Ltd contributed a profit of \$12,707 before de-recognition (2024: loss of \$225,956), with revenue of \$63,169 and expenses of \$50,462.

#### Rebranding of Kumu to MyTribe

During the year, the Group progressed its technology platform strategy through the rebrand of Kumu to **MyTribe**, effective 26 February 2025. This strategic repositioning broadened the platform's scope from a creator content service to a hybrid model combining subscription-based wellness content with opportunities for creators and influencers to incubate and scale new ventures. Initial engagement with high-profile athletes and influencers has been encouraging, and management continues to explore AI-driven enhancements to strengthen user engagement and monetisation. The MyTribe platform provides a foundation for the Group's next phase of growth.

#### Slik Investment

The Group retains a minority interest in **Slik Pro Corp**, a Latin American mental health and employee engagement software provider. Following an impairment in FY2024, the investment is carried at a nominal balance of \$100. While not a current contributor to financial results, the investment maintains exposure to the growing wellness technology sector. The Board continues to monitor developments in this space for potential strategic relevance to the MyTribe ecosystem.

#### Daily Food Brand Pty Ltd

The Group increased its interest in **Daily Food Brand Pty Ltd** ('Daily Food') to 54% in October 2023. Daily Food focused on healthy snack production as a complementary offering to the Group's wellness initiatives. However, sustained trading challenges led to the subsidiary being placed into administration on 28 August 2024. Daily Food has been treated as a discontinued operation since the 30 June 2024 financial year, with all associated goodwill written off in that year. While disappointing, this outcome has provided valuable insight into the Group's investment approach, reinforcing the focus on scalable, technology-driven growth opportunities.

## Thrive Tribe Technologies Limited

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#### *Capital Management*

During FY2025, the Company successfully raised \$2,168,881 before costs through a combination of share placements, a share purchase plan and an entitlement offer. These raisings received strong shareholder support and provided necessary working capital to fund the MyTribe rebrand, technology development, and operational activities. The Board acknowledges the support of cornerstone investors and corporate advisors, including Cleo Capital, in maintaining financial stability during this period of transition.

#### *Governance and Restructure*

On 10 March 2025, the Company announced a corporate restructure and management changes designed to align its cost base with the new strategic direction, following termination of the Company's CEO. Key initiatives included rationalisation of non-core activities, adjustments to executive responsibilities, and efficiency measures to strengthen operational oversight. These changes were implemented to ensure the Group is positioned for disciplined growth in FY2026 and beyond.

#### *Summary and Outlook*

FY2025 was a year of transition and repositioning for the Group. Legacy operations such as Daily Food were discontinued, while significant progress was made in building the **MyTribe** platform as the centrepiece of the Company's strategy. Looking forward, the focus in FY2026 will be on onboarding creators and influencers, expanding commercial partnerships, integrating AI-driven features, and maintaining disciplined capital management. The Board remains confident in the Group's repositioned strategy and its potential to create sustainable value for shareholders.

#### **Significant changes in the state of affairs**

On 16 July 2024 the Company completed a share purchase plan which raised \$282,000 at \$0.002 per share. The new shares were issued on 12 August 2024.

On 25 July 2024 the Company completed a placement of \$250,000 by the issue of 125,000,000 new shares at \$0.002.

On 19 November 2024 the Company conducted a capital raise of \$183,500 by the issue of 91,740,000 shares.

On 28 November 2024 the Company announced a 1:1 entitlement offer seeking \$703,000 which closed on 16th December 2024, and saw strong participation from shareholders into the offer.

On 2 January 2025, the company issued 625,000,000 fully paid ordinary shares raising \$1,000,000 before costs.

Other than the decision to cease operations and the subsequent appointment of an administrator of Daily Food (as described above), there were no other significant changes in the state of affairs of the Group during the financial year.

#### **Matters subsequent to the end of the financial year**

On 28 July 2025, the Company completed a 20:1 share and option consolidation, which was approved by shareholders at the Extraordinary General Meeting held on 16 July 2025, streamlining the Group's capital structure.

On 31 July 2025, the Company lodged its Appendix 4C and Quarterly Activities Report, announcing the formal launch of the MyTribe Consulting Division. This initiative represents a significant milestone in validating the Group's commercial model by broadening its services into digital consulting, influencer management and media optimisation.

On 14 August 2025, the Company raised approximately \$250,000 through the issue of 39,544,447 new shares at \$0.006322 per share, representing a 20% discount to the five-day VWAP. At the same time, unsecured loans totalling \$96,334 were repaid through the issue of 15,237,922 repayment shares at the same issue price. Cleo Capital acted as lead manager and received fees customary to such a transaction.

On 29 August 2025, the Company raised an additional \$250,000 through the issue of 60,197,447 new shares at \$0.004153 per share, also representing a 20% discount to the five-day VWAP. Cleo Capital again acted as lead manager.

On 15 September 2025, the company issued 195,924,765 fully paid ordinary shares valued at \$0.002552 per share raising \$500,000 before costs.

On 22 September 2025, the company announced a non-renounceable pro-rata entitlement to eligible existing shareholders. Eligible shareholders will be entitled to 1 fully paid ordinary for every two existing shares at an offer price of \$0.003 per share. This will raise up to \$618,736 before costs.

## Thrive Tribe Technologies Limited

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No other matter or circumstance has arisen since 30 June 2025 that has significantly affected, or may significantly affect the Group's operations, the results of those operations, or the Group's state of affairs in future financial years.

#### Likely developments and expected results of operations

The Board and Management team remain confident and passionate in the growth prospects of the Group and its unique market position. The Group is forecasting an increase in business development activities in the next financial year.

#### Environmental regulation

The Group is not subject to any significant environmental regulation under Australian Commonwealth or State law.

#### Information on directors

Name: Rumi Guzder  
Title: Non-Executive Chairman  
Qualifications: BEng  
Experience and expertise: Rumi is a mathematician and electrical engineer who specialises in control systems theory, distributed computing and IT infrastructure more broadly. Rumi started his career in academia pursuing Master's level study in control systems theory. During Rumi's time in academia, he worked in several research programmes associated with Hydro Quebec and Aeronautics companies.

Rumi was head hunted from academia to work on numerous cutting edge technological projects in his home of Canada and also in North America. Rumi's experience is wide ranging, it includes:

Leading the IT functions for an airfreight company which was eventually sold to Dachser GMBH. During Rumi's time here he was instrumental in modernising and deploying IT infrastructure and EDI systems for freight forwarding. The IT transformations which Rumi implemented proved to be significant motivation for Dachser GMBH acquiring the company; and

Founding one of the world's first full-screen, self-service mobile advertising platforms. Rumi built the back-end data systems and infrastructure deployment. The company grew to more than 2 million impressions per day with annual revenues of more than \$CAD 5 million.

As an expert in his field, Rumi's other consulting projects have been varied. His experience also includes work in payment processing and supply chain management. As part of his consultancy, Rumi has been involved in successful reverse takeovers on the CSE (Canadian Stock Exchange).

Other current directorships: None  
Former directorships (last 3 years): None  
Special responsibilities: None  
Interests in shares: 12,051,283 ordinary shares  
Interests in options: None

## Thrive Tribe Technologies Limited

### Directors' report

30 June 2025

Name: Joshua Quinn  
Title: Non-Executive Director  
Qualifications: CAANZ, B.Com, LL.M, CTA  
Experience and expertise: Joshua has over 20 years of experience in private practice within Business Services and Corporate Tax teams of Big 4 and leading Mid-Tier Firms providing business and taxation advice and compliance services to high net wealth individuals, private family groups, listed corporations and multinationals. He has experience with all aspects of Australian taxation and accounting including income tax, capital gains tax, tax provisions, tax consolidation, tax audits and tax compliance.  
Other current directorships: Non-Executive Director and Company Secretary of Ovanti Limited (ASX: OVT) (formerly IOU Pay Limited (ASX: IOU)); Non-Executive Director and Company Secretary of Bridge SaaS Limited (ASX: BGE)  
Former directorships (last 3 years): None  
Special responsibilities: Accounting, treasury and taxation function; Company Secretary  
Interests in shares: 833,334 ordinary shares  
Interests in options: None

Name: Wesley Culley  
Title: Executive Director  
Qualifications: Bachelor of Marketing  
Experience and expertise: Wes has a passion for helping motivated CEO's and Founders of technology and growth companies. Wes' experience includes working in the start-up space selling SaaS services, digital solutions and physical products to Australian/International small and medium enterprises ('SMEs') and corporates for the past 20 years. His passion is growing sales and investing in companies with blue sky. He has participated in over 50 plus capital raises and has a network of brokers, funds, venture capitalists and wholesale investor groups.  
Other current directorships: Non-Executive Director of Bridge SaaS Limited (ASX: BGE)  
Former directorships (last 3 years): None  
Interests in shares: 1,656,918 ordinary shares  
Interests in options: None

'Other current directorships' quoted above are current directorships for listed entities only and excludes directorships of all other types of entities, unless otherwise stated.

'Former directorships (last 3 years)' quoted above are directorships held in the last 3 years for listed entities only and excludes directorships of all other types of entities, unless otherwise stated.

#### Company secretary

Joshua Quinn was appointed company secretary on 14 January 2021. Joshua currently serves as a Non-Executive Director. Refer to information on directors for further information on Joshua.

#### Meetings of directors

The number of meetings of the Company's Board of Directors ('the Board') held during the year ended 30 June 2025, and the number of meetings attended by each director were:

	Full Board	
	Attended	Held
Rumi Guzder	11	11
Joshua Quinn	11	11
Wesley Culley	11	11

Held: represents the number of meetings held during the time the director held office.

The functions of the Nomination and Remuneration Committee and the Audit and Risk Committee are carried out by the full Board.

**Remuneration report (audited)**

The remuneration report details the key management personnel ('KMP') remuneration arrangements for the Group, in accordance with the requirements of the Corporations Act 2001 and its Regulations.

KMP are those persons having authority and responsibility for planning, directing and controlling the activities of the entity, directly or indirectly, including all directors.

The remuneration report is set out under the following main headings:

- Principles used to determine the nature and amount of remuneration
- Details of remuneration
- Service agreements
- Share-based compensation
- Additional disclosures relating to key management personnel

***Principles used to determine the nature and amount of remuneration***

The objective of the Group's executive reward framework is to ensure reward for performance is competitive and appropriate for the results delivered. The framework aligns executive reward with the achievement of strategic objectives and the creation of value for shareholders, and it is considered to conform to the market best practice for the delivery of reward. The Board of Directors ('the Board') ensures that executive reward satisfies the following key criteria for good reward governance practices:

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

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

The Board has structured an executive remuneration framework that is market competitive and complementary to the reward strategy of the Group.

The reward framework is designed to align executive reward to shareholders' interests. The Board has considered that it should seek to enhance shareholders' interests by:

- having economic profit as a core component of plan design;
- focusing on sustained growth in shareholder wealth, consisting of dividends and growth in share price, and delivering constant or increasing return on assets as well as focusing the executive on key non-financial drivers of value; and
- attracting and retaining high calibre executives.

Additionally, the reward framework should seek to enhance executives' interests by:

- rewarding capability and experience;
- reflecting competitive reward for contribution to growth in shareholder wealth; and
- providing a clear structure for earning rewards.

In accordance with best practice corporate governance, the structure of non-executive director and executive director remuneration is separate.

***Non-executive directors' remuneration***

Fees and payments to non-executive directors reflect the demands and responsibilities of their role. Non-executive directors' fees and payments are reviewed annually by the Board. The Board may, from time to time, receive advice from independent remuneration consultants to ensure non-executive directors' fees and payments are appropriate and in line with the market. The chairman's fees are determined independently to the fees of other non-executive directors based on comparative roles in the external market. The chairman is not present at any discussions relating to the determination of his own remuneration. Non-executive directors do not receive share options or other incentives.

ASX listing rules require the aggregate non-executive directors' remuneration be determined periodically by a general meeting. The most recent determination was at the Annual General Meeting held on 19 November 2015, where the shareholders approved a maximum annual aggregate remuneration of \$800,000.

## Thrive Tribe Technologies Limited

### Directors' report

30 June 2025

#### *Executive remuneration*

The Group aims to reward executives based on their position and responsibility, with a level and mix of remuneration which has both fixed and variable components.

The executive remuneration and reward framework has the following components:

- base pay and non-monetary benefits;
- short-term performance incentives;
- long-term incentives; and
- other remuneration such as superannuation and long service leave.

The combination of these comprises the executive's total remuneration.

Fixed remuneration, consisting of base salary, superannuation and non-monetary benefits, are reviewed annually by the Board based on individual and business unit performance, the overall performance of the Group and comparable market remunerations.

Executives may receive their fixed remuneration in the form of cash or other fringe benefits (for example motor vehicle benefits) where it does not create any additional costs to the Group and provides additional value to the executive.

The short-term incentives ('STI') program is designed to align the targets of the business units with the performance hurdles of executives. STI payments are granted to executives based on specific annual targets and key performance indicators ('KPI's') being achieved. KPI's include profit contribution, customer satisfaction, leadership contribution and product management.

The long-term incentives ('LTI') include share-based payments. Shares may be awarded to executives based on long term incentive measures. These include increase in shareholders' value relative to the entire market and the increase compared to the Group direct competitors.

#### *Group performance and link to remuneration*

The Group's software products are in the development stage of their life cycle and are not yet generating any returns. On this basis, remuneration for the year was not linked directly to Group performance. Any bonuses and LTI granted are at the discretion of the Board. The share option plan is subject to participants meeting service conditions at the vesting date. There were no performance conditions linked to the share option plan.

#### *Use of remuneration consultants*

During the financial year ended 30 June 2025, the Group did not engage any remuneration consultants.

#### *Voting and comments made at the Company's 2024 Annual General Meeting ('AGM')*

At the 2024 AGM, 76.98% of the votes received supported the adoption of the remuneration report for the year ended 30 June 2024. The Company did not receive any specific feedback at the AGM regarding its remuneration practices.

#### **Details of remuneration**

##### *Amounts of remuneration*

Details of the remuneration of KMP of the Group are set out in the following tables.

The key management personnel of the Group consisted of the directors of Thrive Tribe Technologies Limited.

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**Directors' report**  
**30 June 2025**

*Amounts of remuneration*

Details of the remuneration of KMP of the Group are set out in the following tables:

	Short-term benefits			Post-employment benefits	Long-term benefits	Share-based payments	Total
	Cash salary and fees	Cash bonus	Other	Super-annuation	Long service leave	Equity-settled	
<b>2025</b>	\$	\$	\$	\$	\$	\$	\$
<i>Non-Executive Directors:</i>							
Rumi Guzder	18,000	-	-	-	-	-	18,000
Joshua Quinn *	193,550	-	-	-	-	-	193,550
<i>Executive Directors:</i>							
Wesley Culley	140,000	-	-	-	-	-	140,000
	<u>351,550</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>351,550</u>

\* Included in fees is \$92,000 for accountancy services provided to the Group.

	Short-term benefits			Post-employment benefits	Long-term benefits	Share-based payments	Total
	Cash salary and fees	Cash bonus	Other	Super-annuation	Long service leave	Equity-settled	
<b>2024</b>	\$	\$	\$	\$	\$	\$	\$
<i>Non-Executive Directors:</i>							
Rumi Guzder	27,498	-	-	-	-	-	27,498
Joshua Quinn*	225,150	-	-	-	-	-	225,150
<i>Executive Directors:</i>							
Wesley Culley	240,000	-	-	-	-	-	240,000
	<u>492,648</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>492,648</u>

\* Included in fees is \$105,150 for accountancy services provided to the Group.

The proportion of remuneration linked to performance and the fixed proportion are as follows:

Name	Fixed remuneration		At risk - STI		At risk - LTI	
	2025	2024	2025	2024	2025	2024
<i>Non-Executive Directors:</i>						
Rumi Guzder	100%	100%	-	-	-	-
Joshua Quinn	100%	100%	-	-	-	-
<i>Executive Directors:</i>						
Wesley Culley	100%	100%	-	-	-	-

## Thrive Tribe Technologies Limited

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30 June 2025

#### **Service agreements**

Remuneration and other terms of employment for KMP are formalised in service agreements. Details of these agreements are as follows:

Name: Rumi Guzder  
Title: Non-Executive Chairman  
Agreement commenced: 5 September 2019  
Term of agreement: Appointment until next Annual General Meeting, at which point he will be eligible for re-election  
Details: Base salary fee of \$27,498 per annum to be reviewed annually by the Board. Rumi is eligible for incentive compensation, including fees, salary, fringe benefits, superannuation contributions and non-cash benefits in accordance with Company's constitution. Rumi may terminate the agreement at any time by providing written notice to the Company. Rumi's appointment may otherwise be terminated at any time for cause by notice to Rumi from the Company.

Name: Joshua Quinn  
Title: Non-Executive Director  
Agreement commenced: 30 December 2019  
Term of agreement: Appointment until next Annual General Meeting, at which point he will be eligible for re-election  
Details: Base salary fee of \$120,000 per annum to be reviewed annually by the Board. Joshua is eligible for incentive compensation, including fees, salary, fringe benefits, superannuation contributions and non-cash benefits in accordance with Company's constitution. Joshua may terminate the agreement at any time by providing written notice to the Company. Joshua's appointment may otherwise be terminated at any time for cause by notice to Joshua from the Company.

Name: Wesley Culley  
Title: Executive Director  
Agreement commenced: 14 January 2021  
Term of agreement: Appointment until next Annual General Meeting, at which point he will be eligible for re-election  
Details: Base salary fee of \$240,000 per annum excluding superannuation to be reviewed annually by the Board. Wes is eligible for incentive compensation, including fees, salary, fringe benefits, superannuation contributions and non-cash benefits in accordance with Company's constitution. Wes may terminate the agreement at any time by providing written notice to the Company. Wes's appointment may otherwise be terminated at any time for cause by notice to Wes from the Company.

KMP were not paid their full contracted amounts in the current year in an effort to preserve the company's cash flows.

KMP have no entitlement to termination payments in the event of removal for misconduct.

#### **Share-based compensation**

##### *Issue of shares*

There were no shares issued to directors and other KMP as part of compensation during the year ended 30 June 2025.

##### *Options*

There were no options over ordinary shares granted to or vested in directors and other key management personnel as part of compensation during the year ended 30 June 2025.

**Thrive Tribe Technologies Limited**  
**Directors' report**  
**30 June 2025**

***Additional disclosures relating to key management personnel***

***Shareholding***

The number of shares in the Company held during the financial year by each director and other members of KMP of the Group, including their personally related parties, is set out below:

	Balance at the start of the year	Received as part of remuneration	Additions	Disposals/ other	Balance at the end of the year
<i>Ordinary shares</i>					
Rumi Guzder	12,051,238	-	-	-	12,051,238
Joshua Quinn	833,334	-	-	-	833,334
Wesley Culley	1,656,918	-	-	-	1,656,918
	<u>14,541,490</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>14,541,490</u>

***This concludes the remuneration report, which has been audited.***

**Shares under option**

Unissued ordinary shares of Thrive Tribe Technologies Limited under option at the date of this report are as follows:

Grant date	Expiry date	Exercise price	Number under option
30/11/2022	30/11/2025	\$1.2000	125,000
30/11/2022	30/11/2025	\$2.0000	125,000
15/12/2023	15/12/2026	\$2.0000	750,000
30/09/2024	30/09/2027	\$0.1200	500,000
			<u>1,500,000</u>

No person entitled to exercise the options had or has any right by virtue of the option to participate in any share issue of the Company or of any other body corporate.

**Shares issued on the exercise of options**

There were no ordinary shares of Thrive Tribe Technologies Limited issued on the exercise of options during the year ended 30 June 2025 and up to the date of this report.

**Indemnity and insurance of officers**

The Company has indemnified the directors and executives of the Company for costs incurred, in their capacity as a director or executive, for which they may be held personally liable, except where there is a lack of good faith.

During the financial year, the Company paid a premium in respect of a contract to insure the directors and executives of the Company against a liability to the extent permitted by the Corporations Act 2001. The contract of insurance prohibits disclosure of the nature of the liability and the amount of the premium.

**Indemnity and insurance of auditor**

The Company has not, during or since the end of the financial year, indemnified or agreed to indemnify the auditor of the Company or any related entity against a liability incurred by the auditor.

During the financial year, the Company has not paid a premium in respect of a contract to insure the auditor of the Company or any related entity.

**Proceedings on behalf of the Company**

No person has applied to the Court under section 237 of the Corporations Act 2001 for leave to bring proceedings on behalf of the Company, or to intervene in any proceedings to which the Company is a party for the purpose of taking responsibility on behalf of the Company for all or part of those proceedings.

**Thrive Tribe Technologies Limited**  
**Directors' report**  
**30 June 2025**

**Non-audit services**

There were no non-audit services provided during the financial year by the auditor.

**Officers of the Company who are former partners of In Corp Audit & Assurance Pty Ltd**

There are no officers of the Company who are former partners of In.Corp Audit & Assurance Pty Ltd.

**Auditor's independence declaration**

A copy of the auditor's independence declaration as required under section 307C of the Corporations Act 2001 is set out immediately after this directors' report.

This report is made in accordance with a resolution of directors, pursuant to section 298(2)(a) of the Corporations Act 2001.

On behalf of the directors



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Joshua Quinn

Non-Executive Director and Company Secretary

25 September 2025

Sydney

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**AUDITOR'S INDEPENDENCE DECLARATION UNDER SECTION 307C OF THE CORPORATIONS ACT 2001**

To the Directors of Thrive Tribe Technologies Limited:

As lead auditor of Thrive Tribe Technologies Limited for the year ended 30 June 2025, I declare that, to the best of my knowledge and belief, there have been:

- no contraventions of the auditor independence requirements of the *Corporations Act 2001* in relation to the audit; and
- no contraventions of any applicable code of professional conduct in relation to the audit.

This declaration is in relation to Thrive Tribe Technologies Limited and the entities it controlled during the year.

**In.Corp Audit & Assurance Pty Ltd**  
**ABN 14 129 769 151**

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**In.Corp Audit & Assurance Pty Ltd**



**Graham Webb**  
Director

Sydney, 25 September 2025

**Thrive Tribe Technologies Limited**

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**Thrive Tribe Technologies Limited**  
**Consolidated statement of profit or loss and other comprehensive income**  
**For the year ended 30 June 2025**

	Note	Consolidated 2025 \$	2024 \$
<b>Revenue</b>			
Revenue	6	55,540	16,329
Research and development tax incentive	7	-	1,067,254
Interest revenue calculated using the effective interest method		2,613	72,028
Other income	8	18,263	454
Fair value gain on previously held equity interest in controlled entity	28	-	300,000
Gain on derecognition of subsidiary		105,337	-
<b>Expenses</b>			
Employee benefits expense		(547,528)	(1,020,832)
Depreciation and amortisation expense		(240,807)	(8,576)
Advertising and marketing expenses		(98,098)	(376,551)
Occupancy expenses	9	(3,963)	(47,206)
Professional and consulting expenses		(2,701,988)	(1,895,669)
Compliance and share registry expenses		(54,789)	(67,936)
Impairment of investments	14	-	(402,678)
Impairment of goodwill	15	-	(592,621)
Share-based payment expense	32	-	(60,000)
Other expenses		(34,675)	(289,639)
Finance costs	9	(4,592)	(129,074)
<b>Loss before income tax expense from continuing operations</b>		<b>(3,504,687)</b>	<b>(3,434,717)</b>
Income tax expense	10	-	-
Loss after income tax expense from continuing operations		(3,504,687)	(3,434,717)
Profit/(loss) after income tax expense from discontinued operations	11	12,707	(225,956)
<b>Loss after income tax expense for the year</b>		<b>(3,491,980)</b>	<b>(3,660,673)</b>
Other comprehensive income for the year, net of tax		-	-
<b>Total comprehensive income for the year</b>		<b><u>(3,491,980)</u></b>	<b><u>(3,660,673)</u></b>
Loss for the year is attributable to:			
Non-controlling interest		6,012	(103,940)
Owners of Thrive Tribe Technologies Limited		(3,497,992)	(3,556,733)
		<u>(3,491,980)</u>	<u>(3,660,673)</u>
Total comprehensive income for the year is attributable to:			
Continuing operations		-	-
Discontinued operations		6,012	(103,940)
Non-controlling interest		6,012	(103,940)
Continuing operations		(3,510,699)	(3,330,777)
Discontinued operations		12,707	(225,956)
Owners of Thrive Tribe Technologies Limited		(3,497,992)	(3,556,733)
		<u>(3,491,980)</u>	<u>(3,660,673)</u>

*The above consolidated statement of profit or loss and other comprehensive income should be read in conjunction with the accompanying notes*

**Thrive Tribe Technologies Limited**  
**Consolidated statement of profit or loss and other comprehensive income**  
**For the year ended 30 June 2025**

		Cents	Cents
<b>Earnings per share for loss from continuing operations attributable to the owners of Thrive Tribe Technologies Limited</b>			
Basic earnings per share	31	(0.26)	(1.09)
Diluted earnings per share	31	(0.26)	(1.09)
<b>Earnings per share for profit/(loss) from discontinued operations attributable to the owners of Thrive Tribe Technologies Limited</b>			
Basic earnings per share	31	-	(0.04)
Diluted earnings per share	31	-	(0.04)
<b>Earnings per share for loss attributable to the owners of Thrive Tribe Technologies Limited</b>			
Basic earnings per share	31	(0.26)	(1.13)
Diluted earnings per share	31	(0.26)	(1.13)

*The above consolidated statement of profit or loss and other comprehensive income should be read in conjunction with the accompanying notes*

**Thrive Tribe Technologies Limited**  
**Consolidated statement of financial position**  
**As at 30 June 2025**

	Note	Consolidated 2025 \$	2024 \$
<b>Assets</b>			
<b>Current assets</b>			
Cash and cash equivalents	12	139,258	156,315
Trade and other receivables	13	17,903	1,588,580
Other assets		9,557	14,210
		<u>166,718</u>	<u>1,759,105</u>
Assets of disposal groups classified as held for sale	11	-	82,903
Total current assets		<u>166,718</u>	<u>1,842,008</u>
<b>Non-current assets</b>			
Financial assets at fair value through profit or loss	14	100	100
Plant and equipment		4,384	8,069
Intangibles	15	1,185,617	1,443,615
Total non-current assets		<u>1,190,101</u>	<u>1,451,784</u>
<b>Total assets</b>		<u>1,356,819</u>	<u>3,293,792</u>
<b>Liabilities</b>			
<b>Current liabilities</b>			
Trade and other payables	16	392,801	632,632
Borrowings	17	150,000	150,000
Employee benefits		3,784	17,122
		<u>546,585</u>	<u>799,754</u>
Liabilities directly associated with assets classified as held for sale	11	-	201,309
Total current liabilities		<u>546,585</u>	<u>1,001,063</u>
<b>Total liabilities</b>		<u>546,585</u>	<u>1,001,063</u>
<b>Net assets</b>		<u>810,234</u>	<u>2,292,729</u>
<b>Equity</b>			
Issued capital	18	31,618,913	29,629,777
Reserves	19	246,273	490,924
Accumulated losses		(31,054,952)	(27,587,206)
Equity attributable to the owners of Thrive Tribe Technologies Limited		<u>810,234</u>	<u>2,533,495</u>
Non-controlling interest		-	(240,766)
<b>Total equity</b>		<u>810,234</u>	<u>2,292,729</u>

*The above consolidated statement of financial position should be read in conjunction with the accompanying notes*

**Thrive Tribe Technologies Limited**  
**Consolidated statement of changes in equity**  
**For the year ended 30 June 2025**

<b>Consolidated</b>	<b>Issued capital</b> \$	<b>Reserves</b> \$	<b>Accumulated losses</b> \$	<b>Non-controlling interest</b> \$	<b>Total equity</b> \$
Balance at 1 July 2023	25,320,517	464,174	(24,063,723)	-	1,720,968
Loss after income tax expense for the year	-	-	(3,556,733)	(103,940)	(3,660,673)
Other comprehensive income for the year, net of tax	-	-	-	-	-
Total comprehensive income for the year	-	-	(3,556,733)	(103,940)	(3,660,673)
<i>Transactions with owners in their capacity as owners:</i>					
Contributions of equity, net of transaction costs (note 18)	4,309,260	-	-	-	4,309,260
Share-based payments (note 19)	-	60,000	-	-	60,000
Initial recognition of non-controlling interest	-	-	-	(136,826)	(136,826)
Transfer of expired options to accumulated losses	-	(33,250)	33,250	-	-
Balance at 30 June 2024	<u>29,629,777</u>	<u>490,924</u>	<u>(27,587,206)</u>	<u>(240,766)</u>	<u>2,292,729</u>

<b>Consolidated</b>	<b>Issued capital</b> \$	<b>Reserves</b> \$	<b>Accumulated losses</b> \$	<b>Non-controlling interest</b> \$	<b>Total equity</b> \$
Balance at 1 July 2024	29,629,777	490,924	(27,587,206)	(240,766)	2,292,729
Profit/(loss) after income tax expense for the year	-	-	(3,497,992)	6,012	(3,491,980)
Other comprehensive income for the year, net of tax	-	-	-	-	-
Total comprehensive (loss)/income for the year	-	-	(3,497,992)	6,012	(3,491,980)
Transfer on derecognition of subsidiary	-	-	(234,754)	234,754	-
Transfer from convertible note reserve to accumulated losses on expiry of convertible notes	-	(25,000)	25,000	-	-
Transfer from share based payment reserve to accumulated losses on lapse of options	-	(240,000)	240,000	-	-
<i>Transactions with owners in their capacity as owners:</i>					
Contributions of equity, net of transaction costs (note 18)	1,989,136	-	-	-	1,989,136
Share-based payments (note 19)	-	20,349	-	-	20,349
Balance at 30 June 2025	<u>31,618,913</u>	<u>246,273</u>	<u>(31,054,952)</u>	<u>-</u>	<u>810,234</u>

The above consolidated statement of changes in equity should be read in conjunction with the accompanying notes

**Thrive Tribe Technologies Limited**  
**Consolidated statement of cash flows**  
**For the year ended 30 June 2025**

	Note	Consolidated 2025 \$	2024 \$
<b>Cash flows from operating activities</b>			
Receipts from customers (inclusive of GST)		115,527	365,491
Payments to suppliers and employees (inclusive of GST)		(3,656,747)	(4,288,819)
		(3,541,220)	(3,923,328)
Interest received		2,610	72,028
Other revenue		18,263	454
Interest and other finance costs paid		(4,592)	(22,741)
Government grants received		1,506,365	-
Net cash used in operating activities	30	(2,018,574)	(3,873,587)
<b>Cash flows from investing activities</b>			
Payment for purchase of business, net of cash acquired	28	-	4,453
Payments for property, plant and equipment		-	(16,645)
Payments for development expenditure	15	(10,000)	(579,957)
Net cash used in investing activities		(10,000)	(592,149)
<b>Cash flows from financing activities</b>			
Proceeds from issue of shares	18	2,168,861	329,000
Proceeds from borrowings		300,000	-
Share issue transaction costs		(159,376)	(19,740)
Repayment of borrowings		(300,000)	(821,726)
Net cash from/(used in) financing activities		2,009,485	(512,466)
Net decrease in cash and cash equivalents		(19,089)	(4,978,202)
Cash and cash equivalents at the beginning of the financial year		158,347	5,136,549
Cash and cash equivalents at the end of the financial year	12	<u>139,258</u>	<u>158,347</u>

*The above consolidated statement of cash flows should be read in conjunction with the accompanying notes*

**Thrive Tribe Technologies Limited**  
**Notes to the consolidated financial statements**  
**30 June 2025**

**Note 1. General information**

The financial statements cover Thrive Tribe Technologies Limited as a Group consisting of Thrive Tribe Technologies Limited and the entities it controlled at the end of, or during, the year. The financial statements are presented in Australian dollars, which is Thrive Tribe Technologies Limited's functional and presentation currency.

Thrive Tribe Technologies Limited is a listed public company limited by shares, incorporated and domiciled in Australia. Its registered office and principal place of business is:

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

A description of the nature of the Group's operations and its principal activities are included in the directors' report, which is not part of the financial statements.

The financial statements were authorised for issue, in accordance with a resolution of directors, on 24 September 2025. The directors have the power to amend and reissue the financial statements.

**Note 2. Material accounting policy information**

The accounting policies that are material to the Group are set out below. The accounting policies adopted are consistent with those of the previous financial year, unless otherwise stated.

**New or amended Accounting Standards and Interpretations adopted**

The Group has adopted all of the new, revised or amending Accounting Standards and Interpretations issued by the Australian Accounting Standards Board ('AASB') that are mandatory for the current reporting period. The adoption of these Accounting Standards and Interpretations did not have any significant impact on the financial performance or position of the Group.

**Going concern**

The financial statements have been prepared on a going concern basis.

During the year ended 30 June 2025, the Group incurred a loss of \$3,491,980 (2024: \$3,660,673). The cash outflow from operating activities was \$2,018,574 (2024: \$3,873,587). As at 30 June 2025, the Group has cash reserves of \$139,258 (2024: \$156,315) and net current liabilities of \$379,867 (2024: assets of \$840,945).

The Group's ability to continue as a going concern is dependent upon the generation of cash from operations and the sufficiency of current cash reserves to meet existing obligations. The Directors believe current cash reserves are sufficient for the Group to be able to pay its debts as and when they fall due for a period of at least 12 months from the date of these financial statements.

**Note 2. Material accounting policy information (continued)**

The Directors are of the view that the going concern basis of preparation remains appropriate, having regard to the following factors:

- *Continued funding support from Clee Capital Pty Ltd ('Clee Capital')*: The Group has received reliable funding support from Clee Capital and its associated investor network for the past four years. Clee Capital has confirmed its ongoing commitment to support the Group's capital requirements on prevailing commercial terms.
- *Recent capital raisings*: During FY2025, the Group successfully completed multiple equity raisings, including a share purchase plan, entitlement offer and share placements, collectively raising \$2,168,861 before costs. These raisings received strong shareholder support and demonstrate the Group's ongoing ability to access equity capital markets, subsequent to year end, on 14 August 2025, the Company raised approximately \$250,000 through the issue of 39,544,447 new shares at \$0.006322 per share, representing a 20% discount to the five-day VWAP, and on 15 September 2025, the company issued 195,924,765 fully paid ordinary shares valued at \$0.002552 per share raising a further \$500,000 before costs. These raisings received strong shareholder support and demonstrate the Group's ongoing ability to access equity capital markets
- *Future funding plans*: The Group maintains active engagement with its advisors and investors to ensure sufficient funding is available to meet its operational and strategic objectives, including the continued development and commercialisation of the MyTribe platform. On 22 September 2025, the company announced a non-renounceable pro-rata entitlement to eligible existing shareholders. Eligible shareholders will be entitled to 1 fully paid ordinary for every two existing shares at an offer price of \$0.003 per share. This will raise up to \$618,736 before costs.

The Directors believe that, on the basis of the factors outlined above, the Group will continue to be able to pay its debts as and when they fall due, and that is appropriate to prepare the financial report on a going concern basis.

Notwithstanding this belief, should the Group be unsuccessful in securing additional funds through equity raisings or other financing, a material would exist that may cast significant doubt on the Group's ability to continue as a going concern, and therefore the Group may be unable to realise its assets and discharge its liabilities in the normal course of business.

The financial statements do not contain any adjustments relating to the recoverability and classification of recorded assets or liabilities that might be necessary should the Group not able to continue as a going concern.

**Basis of preparation**

These general purpose financial statements have been prepared in accordance with Australian Accounting Standards and Interpretations issued by the Australian Accounting Standards Board ('AASB') and the Corporations Act 2001, as appropriate for for-profit oriented entities. These financial statements also comply with International Financial Reporting Standards as issued by the International Accounting Standards Board ('IASB').

*Historical cost convention*

The financial statements have been prepared on the historical cost convention, except for financial assets at fair value through profit or loss.

*Critical accounting estimates*

The preparation of the financial statements requires the use of certain critical accounting estimates. It also requires management to exercise its judgement in the process of applying the Group's accounting policies. The areas involving a higher degree of judgement or complexity, or areas where assumptions and estimates are significant to the financial statements, are disclosed in note 3.

**Parent entity information**

In accordance with the Corporations Act 2001, these financial statements present the results of the Group only. Information about the parent entity is disclosed in note 27.

**Principles of consolidation**

The consolidated financial statements incorporate the assets and liabilities of all subsidiaries of Thrive Tribe Technologies Limited ('Company' or 'parent entity') as at 30 June 2025 and the results of all subsidiaries for the year then ended. Thrive Tribe Technologies Limited and its subsidiaries together are referred to in these financial statements as the 'Group' or 'Thrive Tribe'.

**Note 2. Material accounting policy information (continued)**

Subsidiaries are all those entities over which the Group has control. The Group controls an entity when the Group is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power to direct the activities of the entity. Subsidiaries are fully consolidated from the date on which control is transferred to the Group. They are de-consolidated from the date that control ceases.

Intercompany transactions, balances and unrealised gains on transactions between entities in the Group are eliminated. Unrealised losses are also eliminated unless the transaction provides evidence of the impairment of the asset transferred. Accounting policies of subsidiaries have been changed where necessary to ensure consistency with the policies adopted by the Group.

The acquisition of subsidiaries is accounted for using the acquisition method of accounting. A change in ownership interest, without the loss of control, is accounted for as an equity transaction, where the difference between the consideration transferred and the book value of the share of the non-controlling interest acquired is recognised directly in equity attributable to the parent.

Non-controlling interest in the results and equity of subsidiaries are shown separately in the statement of profit or loss and other comprehensive income, statement of financial position and statement of changes in equity of the Group. Losses incurred by the Group are attributed to the non-controlling interest in full, even if that results in a deficit balance.

Where the Group loses control over a subsidiary, it derecognises the assets including goodwill, liabilities and non-controlling interest in the subsidiary together with any cumulative translation differences recognised in equity. The Group recognises the fair value of the consideration received and the fair value of any investment retained together with any gain or loss in profit or loss.

**Revenue recognition**

The Group recognises revenue as follows:

*Revenue from contracts with customers*

Revenue is recognised at an amount that reflects the consideration to which the Group is expected to be entitled in exchange for transferring goods or services to a customer. For each contract with a customer, the Group: identifies the contract with a customer; identifies the performance obligations in the contract; determines the transaction price which takes into account estimates of variable consideration and the time value of money; allocates the transaction price to the separate performance obligations on the basis of the relative stand-alone selling price of each distinct good or service to be delivered; and recognises revenue when or as each performance obligation is satisfied in a manner that depicts the transfer to the customer of the goods or services promised.

*Digital marketing*

Revenue from digital marketing is recognised upon delivery of the service to the customer.

*Subscription fees*

Subscription fees from the licence of Software-as-a-Service ('SaaS') products are recognised over time, being on a straight-line basis over the period the performance obligation, when the right to access is satisfied in accordance with the terms of the contract. Contract liabilities relate to revenue which has been billed to the customers for which the services are yet to be performed.

*Interest*

Interest revenue is recognised as interest accrues using the effective interest method. This is a method of calculating the amortised cost of a financial asset and allocating the interest income over the relevant period using the effective interest rate, which is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to the net carrying amount of the financial asset.

*Other revenue*

Other revenue is recognised when it is received or when the right to receive payment is established.

**Government grants**

Government grants relating to costs are deferred and recognised in profit or loss over the period necessary to match them with the costs that they are intended to compensate.

**Note 2. Material accounting policy information (continued)**

*Research and development tax incentive*

The Group has adopted the income approach to accounting for the research and development tax incentive pursuant to AASB 120 'Accounting for Government Grant and Disclosure of Government Assistance' whereby the incentive is recognised in profit or loss on a systematic basis over the periods in which the Group recognises the eligible expenses. Where the research and development costs are capitalised as an intangible or property, plant and equipment asset, the research and development tax incentive has been offset against the capitalised expenditure.

**Income tax**

The income tax expense or benefit for the period is the tax payable on that period's taxable income based on the applicable income tax rate for each jurisdiction, adjusted by the changes in deferred tax assets and liabilities attributable to temporary differences, unused tax losses and the adjustment recognised for prior periods, where applicable.

Deferred tax assets and liabilities are recognised for temporary differences at the tax rates expected to be applied when the assets are recovered or liabilities are settled, based on those tax rates that are enacted or substantively enacted, except for:

- when the deferred income tax asset or liability arises from the initial recognition of goodwill or an asset or liability in a transaction that is not a business combination and that, at the time of the transaction, affects neither the accounting nor taxable profits; or
- when the taxable temporary difference is associated with interests in subsidiaries, associates or joint ventures, and the timing of the reversal can be controlled and it is probable that the temporary difference will not reverse in the foreseeable future.

Deferred tax assets are recognised for deductible temporary differences and unused tax losses only if it is probable that future taxable amounts will be available to utilise those temporary differences and losses.

The carrying amount of recognised and unrecognised deferred tax assets are reviewed at each reporting date. Deferred tax assets recognised are reduced to the extent that it is no longer probable that future taxable profits will be available for the carrying amount to be recovered. Previously unrecognised deferred tax assets are recognised to the extent that it is probable that there are future taxable profits available to recover the asset.

Deferred tax assets and liabilities are offset only where there is a legally enforceable right to offset current tax assets against current tax liabilities and deferred tax assets against deferred tax liabilities; and they relate to the same taxable authority on either the same taxable entity or different taxable entities which intend to settle simultaneously.

Thrive Tribe Technologies Limited (the 'head entity') and its wholly-owned Australian subsidiaries have formed an income tax consolidated Group under the tax consolidation regime. The head entity and each subsidiary in the tax consolidated Group continue to account for their own current and deferred tax amounts. The tax consolidated group has applied the 'separate taxpayer within Group' approach in determining the appropriate amount of taxes to allocate to members of the tax consolidated Group.

In addition to its own current and deferred tax amounts, the head entity also recognises the current tax liabilities (or assets) and the deferred tax assets arising from unused tax losses and unused tax credits assumed from each subsidiary in the tax consolidated Group.

Assets or liabilities arising under tax funding agreements with the tax consolidated entities are recognised as amounts receivable from or payable to other entities in the tax consolidated Group. The tax funding arrangement ensures that the intercompany charge equals the current tax liability or benefit of each tax consolidated Group member, resulting in neither a contribution by the head entity to the subsidiaries nor a distribution by the subsidiaries to the head entity.

**Discontinued operations**

A discontinued operation is a component of the Group that has been disposed of or is classified as held for sale and that represents a separate major line of business or geographical area of operations, is part of a single co-ordinated plan to dispose of such a line of business or area of operations, or is a subsidiary acquired exclusively with a view to resale. The results of discontinued operations are presented separately on the face of the statement of profit or loss and other comprehensive income.

**Note 2. Material accounting policy information (continued)**

**Non-current assets or disposal groups classified as held for sale**

Non-current assets and assets of disposal groups are classified as held for sale if their carrying amount will be recovered principally through a sale transaction rather than through continued use. They are measured at the lower of their carrying amount and fair value less costs of disposal. For non-current assets or assets of disposal groups to be classified as held for sale, they must be available for immediate sale in their present condition and their sale must be highly probable.

An impairment loss is recognised for any initial or subsequent write down of the non-current assets and assets of disposal groups to fair value less costs of disposal. A gain is recognised for any subsequent increases in fair value less costs of disposal of a non-current assets and assets of disposal groups, but not in excess of any cumulative impairment loss previously recognised.

Non-current assets are not depreciated or amortised while they are classified as held for sale. Interest and other expenses attributable to the liabilities of assets held for sale continue to be recognised.

Non-current assets classified as held for sale and the assets of disposal groups classified as held for sale are presented separately on the face of the statement of financial position, in current assets. The liabilities of disposal groups classified as held for sale are presented separately on the face of the statement of financial position, in current liabilities.

**Investments and other financial assets**

Financial assets are derecognised when the rights to receive cash flows have expired or have been transferred and the group has transferred substantially all the risks and rewards of ownership. When there is no reasonable expectation of recovering part or all of a financial asset, its carrying value is written off.

*Financial assets at fair value through profit or loss*

Financial assets at fair value through profit or loss are either: (i) held for trading, where they are acquired for the purpose of selling in the short-term with an intention of making a profit; or (ii) designated as such upon initial recognition, where they are managed on a fair value basis or to eliminate or significantly reduce an accounting mismatch. Except for effective hedging instruments, derivatives are also categorised as fair value through profit or loss. Fair value movements are recognised in profit or loss.

**Intangible assets**

Intangible assets acquired as part of a business combination, other than goodwill, are initially measured at their fair value at the date of the acquisition. Intangible assets acquired separately are initially recognised at cost. Indefinite life intangible assets are not amortised and are subsequently measured at cost less any impairment. Finite life intangible assets are subsequently measured at cost less amortisation and any impairment. The gains or losses recognised in profit or loss arising from the derecognition of intangible assets are measured as the difference between net disposal proceeds and the carrying amount of the intangible asset. The method and useful lives of finite life intangible assets are reviewed annually. Changes in the expected pattern of consumption or useful life are accounted for prospectively by changing the amortisation method or period.

*Software development*

Research costs associated with the development of software are expensed in the period in which they are incurred. Software development costs are capitalised when it is probable that the project will be a success considering its commercial and technical feasibility; the Group is able to use or sell the asset; the Group has sufficient resources and intent to complete the development; and its costs can be measured reliably. Capitalised software development costs are amortised on a straight-line basis over the period of their expected benefit. It has been assessed that the software was ready from use with effect from 1 January 2025, it has been amortised on a straight-line basis over 3 years from that date.

**Borrowings**

Loans and borrowings are initially recognised at the fair value of the consideration received, net of transaction costs. They are subsequently measured at amortised cost using the effective interest method.

The component of the convertible notes that exhibits characteristics of a liability is recognised as a liability in the statement of financial position, net of transaction costs.

**Note 2. Material accounting policy information (continued)**

On the issue of the convertible notes the fair value of the liability component is determined using a market rate for an equivalent non-convertible bond and this amount is carried as a non-current liability on the amortised cost basis until extinguished on conversion or redemption. The increase in the liability due to the passage of time is recognised as a finance cost. The remainder of the proceeds are allocated to the conversion option that is recognised and included in shareholders equity as a convertible note reserve, net of transaction costs. The carrying amount of the conversion option is not remeasured in the subsequent years. The corresponding interest on convertible notes is expensed to profit or loss.

**Employee benefits**

*Short-term employee benefits*

Liabilities for wages and salaries, including non-monetary benefits, annual leave and long service leave expected to be settled wholly within 12 months of the reporting date are measured at the amounts expected to be paid when the liabilities are settled.

*Defined contribution superannuation expense*

Contributions to defined contribution superannuation plans are expensed in the period in which they are incurred.

*Share-based payments*

Equity-settled share-based compensation benefits are provided to employees.

Equity-settled transactions are awards of shares, or options over shares, that are provided to employees in exchange for the rendering of services.

The cost of equity-settled transactions is measured at fair value on grant date. Fair value is independently determined using either the Binomial or Black-Scholes option pricing model that takes into account the exercise price, the term of the option, the impact of dilution, the share price at grant date and expected price volatility of the underlying share, the expected dividend yield and the risk free interest rate for the term of the option, together with non-vesting conditions that do not determine whether the Group receives the services that entitle the employees to receive payment.

The cost of equity-settled transactions is recognised as an expense with a corresponding increase in equity over the vesting period. The cumulative charge to profit or loss is calculated based on the grant date fair value of the award, the best estimate of the number of awards that are likely to vest and the expired portion of the vesting period. The amount recognised in profit or loss for the period is the cumulative amount calculated at each reporting date less amounts already recognised in previous periods.

Market conditions are taken into consideration in determining fair value. Therefore any awards subject to market conditions are considered to vest irrespective of whether or not that market condition has been met, provided all other conditions are satisfied.

If equity-settled awards are modified, as a minimum an expense is recognised as if the modification has not been made. An additional expense is recognised, over the remaining vesting period, for any modification that increases the total fair value of the share-based compensation benefit as at the date of modification.

If the non-vesting condition is within the control of the Group or employee, the failure to satisfy the condition is treated as a cancellation. If the condition is not within the control of the Group or employee and is not satisfied during the vesting period, any remaining expense for the award is recognised over the remaining vesting period, unless the award is forfeited.

If equity-settled awards are cancelled, they are treated as if they have vested on the date of cancellation, and any remaining expense is recognised immediately. If a new replacement award is substituted for the cancelled award, the cancelled and new award is treated as if they were a modification.

**Business combinations**

The acquisition method of accounting is used to account for business combinations regardless of whether equity instruments or other assets are acquired.

The consideration transferred is the sum of the acquisition-date fair values of the assets transferred, equity instruments issued or liabilities incurred by the acquirer to former owners of the acquiree and the amount of any non-controlling interest in the acquiree. For each business combination, the non-controlling interest in the acquiree is measured at either fair value or at the proportionate share of the acquiree's identifiable net assets. All acquisition costs are expensed as incurred to profit or loss.

**Note 2. Material accounting policy information (continued)**

On the acquisition of a business, the Group assesses the financial assets acquired and liabilities assumed for appropriate classification and designation in accordance with the contractual terms, economic conditions, the Group's operating or accounting policies and other pertinent conditions in existence at the acquisition-date.

Where the business combination is achieved in stages, the Group remeasures its previously held equity interest in the acquiree at the acquisition-date fair value and the difference between the fair value and the previous carrying amount is recognised in profit or loss.

Contingent consideration to be transferred by the acquirer is recognised at the acquisition-date fair value. Subsequent changes in the fair value of the contingent consideration classified as an asset or liability is recognised in profit or loss. Contingent consideration classified as equity is not remeasured and its subsequent settlement is accounted for within equity.

The difference between the acquisition-date fair value of assets acquired, liabilities assumed and any non-controlling interest in the acquiree and the fair value of the consideration transferred and the fair value of any pre-existing investment in the acquiree is recognised as goodwill. If the consideration transferred and the pre-existing fair value is less than the fair value of the identifiable net assets acquired, being a bargain purchase to the acquirer, the difference is recognised as a gain directly in profit or loss by the acquirer on the acquisition-date, but only after a reassessment of the identification and measurement of the net assets acquired, the non-controlling interest in the acquiree, if any, the consideration transferred and the acquirer's previously held equity interest in the acquirer.

Business combinations are initially accounted for on a provisional basis. The acquirer retrospectively adjusts the provisional amounts recognised and also recognises additional assets or liabilities during the measurement period, based on new information obtained about the facts and circumstances that existed at the acquisition-date. The measurement period ends on either the earlier of (i) 12 months from the date of the acquisition or (ii) when the acquirer receives all the information possible to determine fair value.

**New Accounting Standards and Interpretations not yet mandatory or early adopted**

Australian Accounting Standards and Interpretations that have recently been issued or amended but are not yet mandatory, have not been early adopted by the Group for the annual reporting period ended 30 June 2025. The Group's assessment of the impact of these new or amended Accounting Standards and Interpretations, most relevant to the Group, are set out below.

*AASB 18 Presentation and Disclosure in Financial Statements*

This standard is applicable to annual reporting periods beginning on or after 1 January 2027, with early adoption permitted. The standard replaces AASB 101 'Presentation of Financial Statements', although many of the requirements have been carried forward unchanged and is accompanied by limited amendments to the requirements in AASB 107 'Statement of Cash Flows'. The standard requires income and expenses to be classified into five categories: 'Operating' (residual category if income and expenses are not classified into another category), 'Investing', 'Financing', 'Income taxes' and 'Discontinued operations'. The standard introduces two mandatory sub-totals: 'Operating profit' and 'Profit before finance and income taxes'. There are also new disclosure requirements for 'management-defined performance measures', such as earnings before interest, taxes, depreciation and amortisation ('EBITDA') or 'adjusted profit'. The standard provides enhanced guidance on how to organise and group information (aggregation and disaggregation) in the financial statements and whether to provide it in the primary financial statements or in the notes. The Group will adopt this standard from 1 July 2027 and it is expected that there will be a significant change to the layout of the statement of profit or loss.

**Note 3. Critical accounting judgements, estimates and assumptions**

The preparation of the financial statements requires management to make judgements, estimates and assumptions that affect the reported amounts in the financial statements. Management continually evaluates its judgements and estimates in relation to assets, liabilities, contingent liabilities, revenue and expenses. Management bases its judgements, estimates and assumptions on historical experience and on other various factors, including expectations of future events, management believes to be reasonable under the circumstances. The resulting accounting judgements and estimates will seldom equal the related actual results. The judgements, estimates and assumptions that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities (refer to the respective notes) within the next financial year are discussed below.

**Note 3. Critical accounting judgements, estimates and assumptions (continued)**

*Impairment of non-financial assets other than goodwill and other indefinite life intangible assets*

The Group assesses impairment of non-financial assets other than goodwill and other indefinite life intangible assets at each reporting date by evaluating conditions specific to the Group and to the particular asset that may lead to impairment. If an impairment trigger exists, the recoverable amount of the asset is determined. This involves fair value less costs of disposal or value-in-use calculations, which incorporate a number of key estimates and assumptions, including cash flow projections, estimated discount rates based on the current cost of capital and growth rates of the estimated future cash flows.

*Amortisation of software development*

Capitalised software development costs are amortised on a straight-line basis over the period of their expected benefit. It has been assessed that the software was ready from use with effect from 1 January 2025, and capitalised costs have been amortised on a straight-line basis over 3 years from that date.

**Note 4. Preliminary Report**

On 29 August 2025, the company released its preliminary financial report. Since that time, an additional expense has been recognised in relation to the estimated settlement of a claim brought by the former CEO.

**Note 5. Operating segments**

*Identification of reportable operating segments*

The Group is organised into three operating segments: Thrive Tribe Technologies (previously 'Wooboard Technologies'), Wooboard Software-as-a-Service products ('Wooboard SaaS') and Kumu Group Pty Ltd. These operating segments are based on the internal reports that are reviewed and used by the Board of Directors (who are identified as the Chief Operating Decision Makers ('CODM')) in assessing performance and in determining the allocation of resources. There is no aggregation of operating segments.

The CODM reviews adjusted EBITDA (earnings before interest, tax, depreciation and amortisation adjusted for impairment of assets and non-operating income and expenses). The accounting policies adopted for internal reporting to the CODM are consistent with those adopted in the financial statements.

The information reported to the CODM is on a monthly basis.

Geographical information is disclosed in note 6.

*Types of products and services*

The principal products and services of each of these operating segments are as follows:

Thrive Tribe Technologies	Product development and investment operations including short term share trades
Wooboard SaaS	Sale of cloud based Software as a Service ('SaaS') products that enabled subscribed companies to communicate with their employees in an innovative, engaging and effective manner
Kumu Group Pty Ltd	Two-sided platform allows for creators and members to create new connections - testing phase

*Major customers*

During the year ended 30 June 2025, approximately 71% (2024: 21%) of the Group's sales to external customers was derived from one customer.

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**Note 5. Operating segments (continued)**

*Operating segment information*

Consolidated - 2025	Thrive Tribe Technologies \$	Wooboard SaaS \$	Kumu Group \$	\$	Total \$
<b>Revenue</b>					
Sales to external customers	54,100	1,440	-	-	55,540
Interest	2,613	-	-	-	2,613
<b>Total revenue</b>	<u>56,713</u>	<u>1,440</u>	<u>-</u>	<u>-</u>	<u>58,153</u>
<b>Adjusted EBITDA</b>	<u>(3,281,768)</u>	<u>2,955</u>	<u>(89,423)</u>	<u>119,042</u>	<u>(3,249,194)</u>
Depreciation and amortisation					(240,807)
Interest revenue					2,613
Finance costs					(4,592)
<b>Loss before income tax expense</b>					<u>(3,491,980)</u>
Income tax expense					-
<b>Loss after income tax expense</b>					<u>(3,491,980)</u>

Consolidated - 2024	Thrive Tribe Technologies \$	Wooboard SaaS \$	Kumu Group \$	\$	Total \$
<b>Revenue</b>					
Sales to external customers	-	16,329	-	-	16,329
Other revenue/(expense)	567	(158)	45	-	454
Interest	72,028	-	-	-	72,028
<b>Total revenue</b>	<u>72,595</u>	<u>16,171</u>	<u>45</u>	<u>-</u>	<u>88,811</u>
<b>Adjusted EBITDA</b>	<u>(2,061,338)</u>	<u>635</u>	<u>(313,093)</u>	<u>-</u>	<u>(2,373,796)</u>
Depreciation and amortisation					(8,576)
Impairment of goodwill					(592,621)
Interest revenue					72,028
Finance costs					(129,074)
Impairment of investments					(402,678)
<b>Loss before income tax expense</b>					<u>(3,434,717)</u>
Income tax expense					-
<b>Loss after income tax expense</b>					<u>(3,434,717)</u>

All assets and liabilities, including taxes are not allocated to the operating segments as they are managed on an overall Group basis.

**Note 6. Revenue**

	Consolidated	
	2025 \$	2024 \$
<i>Revenue from contracts with customers</i>		
Rendering of services - subscription fees recognised over time	1,440	16,329
Rendering of services - digital marketing	54,100	-
	<u>55,540</u>	<u>16,329</u>

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**Note 6. Revenue (continued)**

*Disaggregation of revenue*

The disaggregation of revenue from contracts with customers is as follows:

	<b>Consolidated</b>	
	<b>2025</b>	<b>2024</b>
	\$	\$
<i>Timing of revenue recognition</i>		
Services transferred at a point in time	54,100	-
Services transferred over time	1,440	16,329
	<u>55,540</u>	<u>16,329</u>

All revenue from contracts with customers is recognised in Australia. Revenue by product line is disclosed in note 5.

**Note 7. Research and development tax incentive**

	<b>Consolidated</b>	
	<b>2025</b>	<b>2024</b>
	\$	\$
Research and development tax incentive	-	1,067,254

**Note 8. Other income**

	<b>Consolidated</b>	
	<b>2025</b>	<b>2024</b>
	\$	\$
Net foreign exchange gain	43	409
Other	18,220	45
Other income	<u>18,263</u>	<u>454</u>

**Note 9. Expenses**

	<b>Consolidated</b>	
	<b>2025</b>	<b>2024</b>
	\$	\$
Loss before income tax from continuing operations includes the following specific expenses:		
<i>Finance costs</i>		
Interest and finance charges paid/payable on borrowings	-	14,959
Interest and finance charges on convertible notes	4,592	114,115
Finance costs expensed	<u>4,592</u>	<u>129,074</u>
<i>Leases</i>		
Short-term lease payments	<u>3,963</u>	<u>47,206</u>
<i>Superannuation expense</i>		
Defined contribution superannuation expense	<u>27,323</u>	<u>77,226</u>

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**Note 10. Income tax expense**

	<b>Consolidated</b>	<b>2024</b>
	<b>2025</b>	<b>2024</b>
	<b>\$</b>	<b>\$</b>
<i>Numerical reconciliation of income tax expense and tax at the statutory rate</i>		
Loss before income tax expense from continuing operations	(3,504,687)	(3,434,717)
Profit/(loss) before income tax expense from discontinued operations	12,707	(225,956)
	<u>(3,491,980)</u>	<u>(3,660,673)</u>
Tax at the statutory tax rate of 25%	(872,995)	(915,168)
Tax effect amounts which are not deductible/(taxable) in calculating taxable income:		
Non-deductible expenses	111,455	349,025
Non-assessable income	-	(267,093)
Other deductible expenses	(81,528)	(52,021)
	<u>(843,068)</u>	<u>(885,257)</u>
Current year tax losses and temporary differences not recognised	843,068	885,257
Income tax expense	<u>-</u>	<u>-</u>

	<b>Consolidated</b>	<b>2024</b>
	<b>2025</b>	<b>2024</b>
	<b>\$</b>	<b>\$</b>
<i>Tax losses not recognised</i>		
Unused tax losses for which no deferred tax asset has been recognised	24,809,618	18,446,469
Potential tax benefit at statutory tax rates @ 25%	6,202,404	4,611,617

The above potential tax benefit for tax losses has not been recognised in the statement of financial position. These tax losses can only be utilised in the future if the continuity of ownership test is passed, or failing that, the same business test is passed.

	<b>Consolidated</b>	<b>2024</b>
	<b>2025</b>	<b>2024</b>
	<b>\$</b>	<b>\$</b>
<i>Deferred tax assets not recognised</i>		
Deferred tax assets not recognised comprises temporary differences attributable to:		
Accrued expenses	79,389	41,007
Blackhole expenditure	29,623	63,515
Total deferred tax assets not recognised	<u>109,012</u>	<u>104,522</u>

The above potential tax benefit, which excludes tax losses, for deductible temporary differences has not been recognised in the statement of financial position as the recovery of this benefit is uncertain.

As at 30 June 2025, unused capital losses for which no deferred tax asset has been recognised amounted to \$3,222,411 (2024: \$3,222,411). The potential tax benefit at 25% (2043: 25%) is \$805,603 (2024: \$805,603).

**Note 11. Discontinued operations**

*Description*

During the current financial year, Daily Food Brand Pty Ltd was placed into administration. As such the company has lost control of this subsidiary and it has been de-recognised from that point on. The results of Daily Food Pty Ltd have been disclosed as discontinued operations up until the point that control was lost.

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**Note 11. Discontinued operations (continued)**

*Financial performance information*

	<b>Daily Food</b>	
	<b>2025</b>	<b>2024</b>
	<b>\$</b>	
Food sales	63,169	324,970
Cost of goods sold	(9,454)	(114,152)
Employee benefits expense	(27,074)	(257,704)
Advertising and marketing expenses	-	(60,140)
Occupancy expenses	-	(44,626)
Professional and consulting expenses	(410)	(27,069)
Compliance and share registry expenses	-	(7,793)
Other expenses	(12,888)	(31,660)
Finance costs	(636)	(7,782)
Total expenses	<u>(50,462)</u>	<u>(550,926)</u>
Profit/(loss) before income tax expense	12,707	(225,956)
Income tax expense	-	-
Profit/(loss) after income tax expense from discontinued operations	<u>12,707</u>	<u>(225,956)</u>

*Cash flow information*

	<b>Consolidated</b>	
	<b>2025</b>	<b>2024</b>
	<b>\$</b>	<b>\$</b>
Net cash from/(used in) operating activities	12,707	(174,120)
Net cash used in investing activities	-	(60,071)
Net cash from financing activities	-	102,853
Net increase/(decrease) in cash and cash equivalents from discontinued operations	<u>12,707</u>	<u>(131,338)</u>

*Carrying amounts of assets and liabilities of disposal group classified as held for sale*

	<b>Consolidated</b>	
	<b>2025</b>	<b>2024</b>
	<b>\$</b>	<b>\$</b>
Cash and cash equivalents	-	2,032
Trade and other receivables	-	23,502
Inventories	-	57,369
Total assets	<u>-</u>	<u>82,903</u>
Trade and other payables	-	179,692
Accrued expenses	-	21,617
Total liabilities	<u>-</u>	<u>201,309</u>
Net liabilities	<u>-</u>	<u>(118,406)</u>

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**Note 12. Current assets - cash and cash equivalents**

	<b>Consolidated</b>	<b>Consolidated</b>
	<b>2025</b>	<b>2024</b>
	<b>\$</b>	<b>\$</b>
Cash on hand	100	100
Cash at bank	139,158	156,215
	<u>139,258</u>	<u>156,315</u>

*Reconciliation to cash and cash equivalents at the end of the financial year*

The above figures are reconciled to cash and cash equivalents at the end of the financial year as shown in the statement of cash flows as follows:

Balances as above	139,258	156,315
Cash and cash equivalents - classified as held for sale	-	2,032
Balance as per statement of cash flows	<u>139,258</u>	<u>158,347</u>

**Note 13. Current assets - trade and other receivables**

	<b>Consolidated</b>	<b>Consolidated</b>
	<b>2025</b>	<b>2024</b>
	<b>\$</b>	<b>\$</b>
Trade receivables	4,000	818
Research and development tax incentive receivable	-	1,506,365
GST receivable	13,903	75,628
Other receivables	-	5,769
	<u>17,903</u>	<u>1,588,580</u>

**Note 14. Non-current assets - financial assets at fair value through profit or loss**

	<b>Consolidated</b>	<b>Consolidated</b>
	<b>2025</b>	<b>2024</b>
	<b>\$</b>	<b>\$</b>
Designated at fair value through profit or loss		
Investment in unlisted entity - Slik Pro Corp*	<u>100</u>	<u>100</u>

*Reconciliation*

Reconciliation of the fair values at the beginning and end of the current and previous financial year are set out below:

Opening fair value	100	402,212
Foreign exchange movements	-	567
Transfer of investment in Daily Food Brand Pty Ltd out of financial assets at fair value through profit or loss	-	(1)
Impairment of investment in Slik Pro Corp*	-	(402,678)
Closing fair value	<u>100</u>	<u>100</u>

\* This investment represents a 6.66% equity interest in Slik Pro Corp, a mental health, wellness, employee engagement software provider based in Latin America. As at 30 June 2024, the Directors have assessed that there was insufficient information available to access the fair value. As such, this investment has been impaired, leaving a nominal balance of \$100. No further information was available to assess the fair value at 30 June 2025, and as such the nominal value of \$100 remains unchanged.

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**Note 14. Non-current assets - financial assets at fair value through profit or loss (continued)**

Refer to note 22 for further information on fair value measurement.

**Note 15. Non-current assets - intangibles**

	<b>Consolidated</b>	
	<b>2025</b>	<b>2024</b>
	<b>\$</b>	<b>\$</b>
Software development - at cost	1,422,740	1,443,615
Less: Accumulated amortisation	<u>(237,123)</u>	<u>-</u>
	<u><u>1,185,617</u></u>	<u><u>1,443,615</u></u>

Software development relates to websites and customer platforms that are under construction at 30 June 2025. The assets are not in use at 30 June 2025 and were not amortised during the financial year then ended.

The directors have applied the value in use methodology to assess the carrying value of the software developments costs.

The ultimate recoupment of the carrying value is dependent on the successful development and commercialisation of the Kumu product.

*Reconciliations*

Reconciliations of the written down values at the beginning and end of the current and previous financial year are set out below:

<b>Consolidated</b>	Goodwill \$	Software development \$	Total \$
Balance at 1 July 2023	-	863,658	863,658
Additions	-	579,957	579,957
Additions through business combinations (note 28)	592,621	-	592,621
Impairment of goodwill*	<u>(592,621)</u>	<u>-</u>	<u>(592,621)</u>
Balance at 30 June 2024	-	1,443,615	1,443,615
Additions	-	10,000	10,000
Amounts written off	-	(30,875)	(30,875)
Amortisation expense	<u>-</u>	<u>(237,123)</u>	<u>(237,123)</u>
Balance at 30 June 2025	<u><u>-</u></u>	<u><u>1,185,617</u></u>	<u><u>1,185,617</u></u>

\* The Company wrote off goodwill associated with Daily Food as at 30 June 2024.

*Key assumptions used for value-in-use calculations*

The Group has prepared cash flow forecasts using a discounted cash flow (DCF) methodology. The forecasts incorporate assumptions considered reasonable at the reporting date. Key assumptions applied in the model include:

- Subscriber growth rate of 30% per month until the end of FY2026, tapering to 25% until December 2027 and 20% thereafter.
- Churn rate of 10% per month.
- Average revenue per user (ARPU) of \$10 per subscription per month and an average series price of \$49.
- Operating costs based on forecast staffing and support costs across marketing, account management, product and customer support.
- A discount rate of 30% applied to forecast cash flows.

A sensitivity analysis has been performed and in the event revenue being either 25% and 50% below projected the carrying value of the software development costs would still be supported by the value-in-use calculation.

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**Note 16. Current liabilities - trade and other payables**

	<b>Consolidated</b>	
	<b>2025</b>	<b>2024</b>
	<b>\$</b>	<b>\$</b>
Trade payables	89,113	450,477
Accrued expenses	289,842	182,155
Other payables	13,846	-
	<u>392,801</u>	<u>632,632</u>

Accrued expenses balance includes the estimated settlement of a claim brought by the former CEO.

Refer to note 21 for further information on financial instruments - risk management.

**Note 17. Current liabilities - borrowings**

	<b>Consolidated</b>	
	<b>2025</b>	<b>2024</b>
	<b>\$</b>	<b>\$</b>
Loan from investors - Convertible Note	-	150,000
Loans - short term	150,000	-
	<u>150,000</u>	<u>150,000</u>

Short Term loans are repayable within 3 months and are interest free.

**Note 18. Equity - issued capital**

	<b>Consolidated</b>			
	<b>2025</b>	<b>2024</b>	<b>2025</b>	<b>2024</b>
	<b>Shares</b>	<b>Shares</b>	<b>\$</b>	<b>\$</b>
Ordinary shares - fully paid	<u>2,031,723,038</u>	<u>470,621,519</u>	<u>31,618,913</u>	<u>29,629,777</u>

*Movements in ordinary share capital*

<b>Details</b>	<b>Date</b>	<b>Shares</b>	<b>\$</b>	
Balance	1 July 2023	296,621,519		25,320,517
Conversion of convertible notes to shares	22 April 2024	80,000,000	\$0.0500	4,000,000
Issue of shares	24 June 2024	94,000,000	\$0.0035	329,000
Share issue transaction costs, net of tax		-	\$0.0000	(19,740)
Balance	30 June 2024	470,621,519		29,629,777
Issue of shares	12 August 2024	141,000,000	\$0.0020	282,000
Issue of shares	19 November 2024	91,740,000	\$0.0020	183,500
Issue of shares	19 December 2024	703,361,519	\$0.0010	703,361
Issue of shares	2 January 2025	625,000,000	\$0.0016	1,000,000
Share issue transaction costs, net of tax		-		(179,725)
Balance	30 June 2025	<u>2,031,723,038</u>		<u>31,618,913</u>

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**Note 18. Equity - issued capital (continued)**

*Ordinary shares*

Ordinary shares entitle the holder to participate in any dividends declared and any proceeds attributable to shareholders should the Company be wound up in proportions that consider both the number of shares held and the extent to which those shares are paid up. The fully paid ordinary shares have no par value and the Company does not have a limited amount of authorised capital.

On a show of hands every member present at a meeting in person or by proxy shall have one vote and upon a poll each share shall have one vote.

*Capital risk management*

The Group's objectives when managing capital is to safeguard its ability to continue as a going concern, so that it can provide returns for shareholders and benefits for other stakeholders and to maintain an optimum capital structure to reduce the cost of capital.

Capital is regarded as total equity, as recognised in the statement of financial position, plus net debt. Net debt is calculated as total borrowings less cash and cash equivalents.

In order to maintain or adjust the capital structure, the Group may adjust the amount of dividends paid to shareholders, return capital to shareholders, issue new shares or sell assets to reduce debt.

The Group would look to raise capital when an opportunity to invest in a business or company was seen as value adding relative to the current Company's share price at the time of the investment. The Group is not actively pursuing additional investments in the short term as it continues to integrate and grow its existing businesses in order to maximise synergies.

The capital risk management policy remains unchanged from the 2024 Annual Report.

**Note 19. Equity - reserves**

	<b>Consolidated</b>	
	<b>2025</b>	<b>2024</b>
	<b>\$</b>	<b>\$</b>
Share-based payments reserve	246,273	465,924
Convertible note option reserve	-	25,000
	<u>246,273</u>	<u>490,924</u>

*Share-based payments reserve*

The reserve is used to recognise the value of equity benefits provided to employees and directors as part of their remuneration, and other parties as part of their compensation for services.

*Convertible note option reserve*

This reserve is used to recognise the value of the conversion rights relating to the convertible notes. The balance at 30 June 2025 is a cumulative historical balance that relates to convertible notes that were issued and settled in previous financial years. As such the cumulative balance was transferred to accumulated losses on expiry.

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**Note 19. Equity - reserves (continued)**

*Movements in reserves*

Movements in each class of reserve during the current and previous financial year are set out below:

<b>Consolidated</b>	Share-based payments \$	Convertible note option \$	Total \$
Balance at 1 July 2023	439,174	25,000	464,174
Share-based payments	60,000	-	60,000
Transfer from reserve to accumulated losses - expired options	(33,250)	-	(33,250)
Balance at 30 June 2024	465,924	25,000	490,924
Share-based payments	20,349	-	20,349
Transfer from reserve to accumulated losses - expired options	(240,000)	-	(240,000)
Transfer from convertible note reserve to accumulated losses on expiry of convertible notes	-	(25,000)	(25,000)
Balance at 30 June 2025	<u>246,273</u>	<u>-</u>	<u>246,273</u>

**Note 20. Equity - dividends**

There were no dividends paid, recommended or declared during the current or previous financial year.

**Note 21. Financial instruments - Risk management**

***Financial risk management objectives***

The Group's activities expose it to a variety of financial risks: market risk (including foreign currency risk, price risk and interest rate risk), credit risk and liquidity risk. The Group's overall risk management program focuses on the unpredictability of financial markets and seeks to minimise potential adverse effects on the financial performance of the Group. The Group uses different methods to measure different types of risk to which it is exposed. These methods include sensitivity analysis in the case of interest rate risk and ageing analysis for credit risk.

Risk management is carried out by senior finance executives ('finance') under policies approved by the Board of Directors ('the Board'). These policies include identification and analysis of the risk exposure of the Group and appropriate procedures, controls and risk limits. Finance identifies and evaluates financial risks within the Group's operating units. Finance reports to the Board on a monthly basis.

***Market risk***

***Foreign currency risk***

The Group is not exposed to any significant price risk.

***Price risk***

The Group is not exposed to any significant price risk.

***Interest rate risk***

Interest rate risk rises from the Group's exposure to variable interest rates. The Group is not exposed to any significant interest rate risk, as no interest is payable on the short term loans.

***Credit risk***

Credit risk refers to the risk that a counterparty will default on its contractual obligations resulting in financial loss to the Group. The Group has a strict code of credit, including obtaining agency credit information, confirming references and setting appropriate credit limits. The Group obtains guarantees where appropriate to mitigate credit risk. The maximum exposure to credit risk at the reporting date to recognised financial assets is the carrying amount, net of any provisions for impairment of those assets, as disclosed in the statement of financial position and notes to the financial statements. The Group does not hold any collateral.

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**Note 21. Financial instruments - Risk management (continued)**

The Group has adopted a lifetime expected loss allowance in estimating expected credit losses to trade receivables through the use of a provisions matrix using fixed rates of credit loss provisioning. These provisions are considered representative across all customers of the Group based on recent sales experience, historical collection rates and forward-looking information that is available.

Generally, trade receivables are written off when there is no reasonable expectation of recovery. Indicators of this include the failure of a debtor to engage in a repayment plan, no active enforcement activity and a failure to make contractual payments for a period greater than 1 year.

The Group has no significant credit risk exposure at 30 June 2025.

**Liquidity risk**

Vigilant liquidity risk management requires the Group to maintain sufficient liquid assets (mainly cash and cash equivalents) and available borrowing facilities to be able to pay debts as and when they become due and payable.

The Group manages liquidity risk by maintaining adequate cash reserves and available borrowing facilities by continuously monitoring actual and forecast cash flows and matching the maturity profiles of financial assets and liabilities.

**Remaining contractual maturities**

The following tables detail the Group's remaining contractual maturity for its financial instrument liabilities. The tables have been drawn up based on the undiscounted cash flows of financial liabilities based on the earliest date on which the financial liabilities are required to be paid. The tables include both interest and principal cash flows disclosed as remaining contractual maturities and therefore these totals may differ from their carrying amount in the statement of financial position.

	Weighted average interest rate	1 year or less \$	Between 1 and 2 years \$	Between 2 and 5 years \$	Over 5 years \$	Remaining contractual maturities \$
<b>Consolidated - 2025</b>						
<b>Non-derivatives</b>						
<i>Non-interest bearing</i>						
Trade payables	-	89,113	-	-	-	89,113
Short term loans	-	150,000	-	-	-	150,000
<i>Interest-bearing - fixed rate</i>						
Loan	-	-	-	-	-	-
Total non-derivatives		239,113	-	-	-	239,113

	Weighted average interest rate	1 year or less \$	Between 1 and 2 years \$	Between 2 and 5 years \$	Over 5 years \$	Remaining contractual maturities \$
<b>Consolidated - 2024</b>						
<b>Non-derivatives</b>						
<i>Non-interest bearing</i>						
Trade payables	-	450,477	-	-	-	450,477
<i>Interest-bearing - fixed rate</i>						
Loan	7.00%	-	200,000	-	-	200,000
Total non-derivatives		450,477	200,000	-	-	650,477

The cash flows in the maturity analysis above are not expected to occur significantly earlier than contractually disclosed above.

**Thrive Tribe Technologies Limited**  
**Notes to the consolidated financial statements**  
**30 June 2025**

**Note 22. Fair value measurement**

*Fair value hierarchy*

The following tables detail the Group's assets and liabilities, measured or disclosed at fair value, using a three level hierarchy, based on the lowest level of input that is significant to the entire fair value measurement, being:

Level 1: Quoted prices (unadjusted) in active markets for identical assets or liabilities that the entity can access at the measurement date

Level 2: Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly

Level 3: Unobservable inputs for the asset or liability

<b>Consolidated - 2025</b>	Level 1 \$	Level 2 \$	Level 3 \$	Total \$
<i>Assets</i>				
Financial assets at fair value through profit or loss - Investment in unlisted entity - Slik Pro Corp	-	-	100	100
Total assets	-	-	100	100

<b>Consolidated - 2024</b>	Level 1 \$	Level 2 \$	Level 3 \$	Total \$
<i>Assets</i>				
Financial assets at fair value through profit or loss - Investment in unlisted entity - Slik Pro Corp	-	-	100	100
Total assets	-	-	100	100

Assets and liabilities held for sale are measured at fair value on a non-recurring basis.

There were no transfers between levels during the current financial year.

The carrying amounts of trade and other receivables and trade and other payables are assumed to approximate their fair values due to their short-term nature. The fair value of financial liabilities is estimated by discounting the remaining contractual maturities at the current market interest rate that is available for similar financial liabilities.

*Valuation techniques for fair value measurements categorised within level 2 and level 3*

Unquoted investments are recorded at fair value, which reflects the recent cost of investments. The Directors do not consider the market value of the investments to have significantly changed since the acquisition date. Consequently, unobservable inputs and sensitivity have not been disclosed.

*Level 3 assets and liabilities*

Movements in level 3 assets and liabilities during the current financial year are set out below:

	Investment in unlisted entities \$
Balance at 1 July 2023	402,212
Net foreign exchange movement	567
Impairment on investments**	(402,678)
Transfers out of level 3*	(1)
Balance at 30 June 2024	<u>100</u>
Balance at 1 July 2024	100
Balance at 30 June 2025	<u>100</u>

**Thrive Tribe Technologies Limited**  
**Notes to the consolidated financial statements**  
**30 June 2025**

**Note 22. Fair value measurement (continued)**

- \* The investment in Daily Food Brand Pty Ltd ('Daily Food') was transferred out of the financial assets at fair value through profit or loss.  
 \*\* Refer to note 14 for further information.

**Note 23. Key management personnel disclosures**

*Compensation*

The aggregate compensation made to directors and other members of key management personnel of the Group is set out below:

	<b>Consolidated</b>	
	<b>2025</b>	<b>2024</b>
	\$	\$
Short-term employee benefits	351,550	492,648

**Note 24. Remuneration of auditors**

During the financial year the following fees were paid or payable for services provided by In.Corp Audit & Assurance Pty Ltd, the auditor of the Company:

	<b>Consolidated</b>	
	<b>2025</b>	<b>2024</b>
	\$	\$
<i>In.Corp Audit &amp; Assurance Pty Ltd</i> Audit or review of the financial statements	37,338	34,800

**Note 25. Contingent liabilities**

The Group had other contingent liabilities at 30 June 2025 (30 June 2024: nil)

**Note 26. Related party transactions**

*Parent entity*

Thrive Tribe Technologies Limited is the parent entity.

*Subsidiaries*

Interests in subsidiaries are set out in note 29.

*Key management personnel*

Disclosures relating to key management personnel are set out in note 23 and the remuneration report included in the directors' report.

*Transactions with related parties*

The following transactions occurred with related parties:

	<b>Consolidated</b>	
	<b>2025</b>	<b>2024</b>
	\$	\$
Payment for other expenses:		
Accountancy fees paid to related entity of J. Quinn, a director of the Group	92,000	105,150
Marketing fees paid to A. Thursfield, director of Daily Food Brand Pty Ltd	-	4,800

**Thrive Tribe Technologies Limited**  
**Notes to the consolidated financial statements**  
**30 June 2025**

**Note 26. Related party transactions (continued)**

*Receivable from and payable to related parties*

The following balances are outstanding at the reporting date in relation to transactions with related parties:

	<b>Consolidated</b>	
	<b>2025</b>	<b>2024</b>
	\$	\$
Current payables:		
Trade payables and accrued expenses to key management personnel	69,498	80,498

*Loans to/from related parties*

There were no loans to or from related parties at the current and previous reporting date.

*Terms and conditions*

All transactions were made on normal commercial terms and conditions and at market rates.

**Note 27. Parent entity information**

Set out below is the supplementary information about the parent entity.

*Statement of profit or loss and other comprehensive income*

	<b>Parent</b>	
	<b>2025</b>	<b>2024</b>
	\$	\$
Loss after income tax	(3,826,379)	(2,894,639)
Total comprehensive income	(3,826,379)	(2,894,639)

*Statement of financial position*

	<b>Parent</b>	
	<b>2025</b>	<b>2024</b>
	\$	\$
Total current assets	90,091	1,641,133
Total assets	1,350,908	3,291,949
Total current liabilities	546,585	684,947
Total liabilities	546,585	684,947
Equity		
Issued capital	31,618,913	29,629,777
Share-based payments reserve	246,273	465,924
Convertible note option reserve	-	25,000
Accumulated losses	(31,060,863)	(27,513,699)
Total equity	<u>804,323</u>	<u>2,607,002</u>

*Guarantees entered into by the parent entity in relation to the debts of its subsidiaries*

The parent entity had no guarantees in relation to the debts of its subsidiaries as at 30 June 2025 (30 June 2024: nil.)

*Contingent liabilities*

The parent entity had no contingent liabilities as at 30 June 2025 (30 June 2024: nil.)

**Thrive Tribe Technologies Limited**  
**Notes to the consolidated financial statements**  
**30 June 2025**

**Note 27. Parent entity information (continued)**

*Capital commitments - Property, plant and equipment*

The parent entity had no capital commitments as at 30 June 2025 (30 June 2024: nil.)

*Material accounting policy information*

The accounting policies of the parent entity are consistent with those of the Group, as disclosed in note 2, except for the following:

- Investments in subsidiaries are accounted for at cost, less any impairment, in the parent entity.
- Dividends received from subsidiaries are recognised as other income by the parent entity and its receipt may be an indicator of an impairment of the investment.

**Note 28. Business combinations**

*Daily Food Brand Pty Ltd*

On 1 October 2023, the Company increased its equity interest from 37.5% to 54% of the ordinary shares of Daily Food Brand Pty Ltd ('Daily Food') for a total consideration of \$132,000.

The investment and partnership with Daily Food and integration into Sixty means the Company is offering a holistic solution of content, advice and quality food. The Directors believed that this could strengthen the Sixty offering in the marketplace and provide a point of difference to its competitors in the space.

The goodwill of \$592,621 arising from the acquisition represented the synergies expected to arise to the Group after the acquisition.

As at 30 June 2024, the investment in Daily Food was accounted for as a discontinued operation and therefore classified as a disposal group held for sale. Consequently, the goodwill which arose from this business combination was written off in full.

**Thrive Tribe Technologies Limited**  
**Notes to the consolidated financial statements**  
**30 June 2025**

**Note 28. Business combinations (continued)**

Details of the acquisition are as follows:

	<b>Fair value</b>
	<b>\$</b>
Cash and cash equivalents	136,452
Trade receivables	9,521
Stock on hand	47,298
Trade payables and other payables	(106,994)
Amounts payable to directors	(21,724)
Funds held in trust	(112,000)
Deferred revenue	(250,000)
	<hr/>
Net liabilities acquired	(297,447)
Goodwill	592,621
Non-controlling interest	136,826
	<hr/>
Acquisition-date fair value of the total consideration transferred	<u>432,000</u>
Representing:	
Cash paid or payable to vendor	132,000
Fair value gain on previously held equity interest in Daily Food	300,000
	<hr/>
	<u>432,000</u>
Cash used to acquire business, net of cash acquired:	
Acquisition-date fair value of the total consideration transferred	432,000
Less: cash and cash equivalents	(136,452)
Less: payments made in prior periods	(1)
Less: fair value gain on previously held equity interest in Daily Food	(300,000)
	<hr/>
Net cash received	<u>(4,453)</u>

**Note 29. Interests in subsidiaries**

The consolidated financial statements incorporate the assets, liabilities and results of the following subsidiaries in accordance with the accounting policy described in note 2:

<b>Name</b>	<b>Principal place of business / Country of incorporation</b>	<b>Ownership interest</b>	
		<b>2025 %</b>	<b>2024 %</b>
WooBoard Pty Ltd	Australia	100%	100%
Daily Food Brand Pty Ltd	Australia	-	54%
Kumu Group Pty Ltd	Australia	100%	100%

**Thrive Tribe Technologies Limited**  
**Notes to the consolidated financial statements**  
**30 June 2025**

**Note 30. Cash flow information**

*Reconciliation of loss after income tax to net cash used in operating activities*

	<b>Consolidated</b>	
	<b>2025</b>	<b>2024</b>
	<b>\$</b>	<b>\$</b>
Loss after income tax expense for the year	(3,491,980)	(3,660,673)
Adjustments for:		
Depreciation and amortisation	240,807	8,576
Impairment of investments	-	402,678
Impairment of goodwill	-	592,621
Share-based payments	-	60,000
Fair value gain on previously held equity interest in controlled entity	-	(300,000)
Finance costs	-	50,000
Foreign currency differences	-	(567)
Gain on de-recognition of subsidiary	(105,337)	-
Change in operating assets and liabilities:		
Decrease/(increase) in trade and other receivables	1,570,677	(1,093,062)
Increase in inventories	-	(10,071)
Decrease in prepayments	4,653	171,800
Increase/(decrease) in trade and other payables	(224,057)	137,989
Increase/(decrease) in employee benefits	(13,337)	17,122
Decrease in other operating liabilities	-	(250,000)
Net cash used in operating activities	<u>(2,018,574)</u>	<u>(3,873,587)</u>

*Non-cash investing and financing activities*

	<b>Consolidated</b>	
	<b>2025</b>	<b>2024</b>
	<b>\$</b>	<b>\$</b>
Shares issued on conversion of convertible notes	-	4,000,000

*Changes in liabilities arising from financing activities*

<b>Consolidated</b>	<b>Loan</b>	<b>Total</b>
	<b>\$</b>	<b>\$</b>
Balance at 1 July 2023	5,000,000	5,000,000
Net cash used in financing activities	(800,000)	(800,000)
Conversion of convertible notes to ordinary shares	(4,000,000)	(4,000,000)
Borrowing cost amortisation - non-cash	(50,000)	(50,000)
Balance at 30 June 2024	150,000	150,000
Net cash from financing activities	-	-
Balance at 30 June 2025	<u>150,000</u>	<u>150,000</u>

**Thrive Tribe Technologies Limited**  
**Notes to the consolidated financial statements**  
**30 June 2025**

**Note 31. Earnings per share**

	<b>Consolidated</b>	<b>Consolidated</b>
	<b>2025</b>	<b>2024</b>
	<b>\$</b>	<b>\$</b>
<i>Earnings per share for loss from continuing operations</i>		
Loss after income tax attributable to the owners of Thrive Tribe Technologies Limited	<u>(3,504,687)</u>	<u>(3,434,717)</u>
	<b>Number</b>	<b>Number</b>
Weighted average number of ordinary shares used in calculating basic earnings per share	<u>1,329,482,226</u>	<u>313,719,879</u>
Weighted average number of ordinary shares used in calculating diluted earnings per share	<u>1,329,482,226</u>	<u>313,719,879</u>
	<b>Cents</b>	<b>Cents</b>
Basic earnings per share	(0.26)	(1.09)
Diluted earnings per share	(0.26)	(1.09)
<i>Earnings per share for profit/(loss) from discontinued operations</i>		
Profit/(loss) after income tax	12,707	(225,956)
Non-controlling interest	-	103,940
Profit/(loss) after income tax attributable to the owners of Thrive Tribe Technologies Limited	<u>12,707</u>	<u>(122,016)</u>
	<b>Number</b>	<b>Number</b>
Weighted average number of ordinary shares used in calculating basic earnings per share	<u>1,329,481,226</u>	<u>313,719,879</u>
Weighted average number of ordinary shares used in calculating diluted earnings per share	<u>1,329,481,226</u>	<u>313,719,879</u>
	<b>Cents</b>	<b>Cents</b>
Basic earnings per share	-	(0.04)
Diluted earnings per share	-	(0.04)
<i>Earnings per share for loss</i>		
Loss after income tax	(3,491,980)	(3,660,673)
Non-controlling interest	(6,012)	103,940
Loss after income tax attributable to the owners of Thrive Tribe Technologies Limited	<u>(3,497,992)</u>	<u>(3,556,733)</u>
	<b>Cents</b>	<b>Cents</b>
Basic earnings per share	(0.26)	(1.13)
Diluted earnings per share	(0.26)	(1.13)

**Thrive Tribe Technologies Limited**  
**Notes to the consolidated financial statements**  
**30 June 2025**

**Note 31. Earnings per share (continued)**

	Number	Number
Weighted average number of ordinary shares used in calculating basic earnings per share	1,329,481,226	313,719,879
Weighted average number of ordinary shares used in calculating diluted earnings per share	<u>1,329,481,226</u>	<u>313,719,879</u>

For the purpose of calculating the diluted earnings per share, options have been excluded as the effect would be anti-dilutive.

**Note 32. Share-based payments**

Share-based payments for the financial year ended 30 June 2025 totalled \$20,349 (2024: \$60,000). The expense in the current year related to options issued to brokers which have been recognised as a capital raising cost.

Set out below are summaries of options granted:

2025							
Grant date	Expiry date	Exercise price	Balance at the start of the year	Granted	Exercised	Expired/ forfeited/ other	Balance at the end of the year
30/11/2022	30/11/2025	\$0.0600	2,500,000	-	-	-	2,500,000
30/11/2022	30/11/2025	\$0.0100	2,500,000	-	-	-	2,500,000
24/04/2023	26/04/2025	\$0.0200	30,000,000	-	-	(30,000,000)	-
15/12/2023	15/12/2026	\$0.1000	15,000,000	-	-	-	15,000,000
24/09/2024	24/09/2027	\$0.0060	-	10,000,000	-	-	10,000,000
24/09/2024	24/09/2027	\$0.0055	-	12,500,000	-	-	12,500,000
			50,000,000	22,500,000	-	(30,000,000)	42,500,000

Set out below are the options exercisable at the end of the financial year:

Grant date	Expiry date	2025 Number	2024 Number
15/12/2023	15/12/2026	-	15,000,000
24/09/2024	24/09/2024	22,500,000	-
		22,500,000	15,000,000

The weighted average remaining contractual life of options outstanding at the end of the financial year was 1 year (2024: 2 years).

Grant date	Expiry date	Share price at grant date	Exercise price	Expected volatility	Dividend yield	Risk-free interest rate	Fair value at grant date
15/12/2023	15/12/2026	\$0.0160	\$0.1000	80.00%	-	4.35%	\$0.002
24/09/2024	24/09/2027	\$0.0010	\$0.0060	226.00%	-	3.45%	\$0.001
24/09/2024	24/09/2027	\$0.0010	\$0.0050	226.00%	-	3.45%	\$0.001

**Note 33. Events after the reporting period**

On 28 July 2025, the Company completed a 20:1 share and option consolidation, which was approved by shareholders at the Extraordinary General Meeting held on 16 July 2025, streamlining the Group's capital structure.

On 31 July 2025, the Company lodged its Appendix 4C and Quarterly Activities Report, announcing the formal launch of the MyTribe Consulting Division. This initiative represents a significant milestone in validating the Group's commercial model by broadening its services into digital consulting, influencer management and media optimisation.

**Thrive Tribe Technologies Limited**  
**Notes to the consolidated financial statements**  
**30 June 2025**

**Note 33. Events after the reporting period (continued)**

On 14 August 2025, the Company raised approximately \$250,000 through the issue of 39,544,447 new shares at \$0.006322 per share, representing a 20% discount to the five-day VWAP. At the same time, unsecured loans totalling \$96,334 were repaid through the issue of 15,237,922 repayment shares at the same issue price. Clee Capital acted as lead manager and received fees customary to such a transaction.

On 29 August 2025, the Company raised an additional \$250,000 through the issue of 60,197,447 new shares at \$0.004153 per share, also representing a 20% discount to the five-day VWAP. Clee Capital again acted as lead manager.

On 15 September 2025, the company issued 195,924,765 fully paid ordinary shares valued at \$0.002552 per share raising \$500,000 before costs.

On 22 September 2025, the company announced a non-renounceable pro-rata entitlement to eligible existing shareholders. Eligible shareholders will be entitled to 1 fully paid ordinary for every two existing shares at an offer price of \$0.003 per share. This will raise up to \$618,736 before costs.

No other matter or circumstance has arisen since 30 June 2025 that has significantly affected, or may significantly affect the Group's operations, the results of those operations, or the Group's state of affairs in future financial years.

**Thrive Tribe Technologies Limited**  
**Consolidated entity disclosure statement**  
**As at 30 June 2025**

The Consolidated Entity Disclosure Statement has been prepared in accordance with the Corporations Act. It includes certain information for each entity that was part of the consolidated entity at the end of the financial year.

<b>Entity name</b>	<b>Entity type</b>	<b>Place formed / Country of incorporation</b>	<b>Ownership interest %</b>	<b>Tax residency</b>
WooBoard Pty Ltd	Body corporate	Australia	100.00%	Australia
Kumu Group Pty Ltd	Body corporate	Australia	100.00%	Australia

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**Thrive Tribe Technologies Limited**  
**Directors' declaration**  
**30 June 2025**

In the directors' opinion:

- the attached financial statements and notes comply with the Corporations Act 2001, the Accounting Standards, the Corporations Regulations 2001 and other mandatory professional reporting requirements;
- the attached financial statements and notes comply with International Financial Reporting Standards as issued by the International Accounting Standards Board as described in note 2 to the financial statements;
- the attached financial statements and notes give a true and fair view of the Group's financial position as at 30 June 2025 and of its performance for the financial year ended on that date;
- there are reasonable grounds to believe that the Company will be able to pay its debts as and when they become due and payable; and
- the information disclosed in the attached consolidated entity disclosure statement is true and correct.

Signed in accordance with a resolution of directors made pursuant to section 295(5)(a) of the Corporations Act 2001.

On behalf of the directors



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Joshua Quinn  
Non-Executive Director and Company Secretary

25 September 2025  
Sydney

**THRIVE TRIBE TECHNOLOGIES LIMITED**  
**INDEPENDENT AUDITOR'S REPORT**

To the members of Thrive Tribe Technologies Limited

**Opinion**

We have audited the financial report of Thrive Tribe Technologies Limited (“the Company”) and its controlled entities (“the Group”) which comprises the consolidated statement of financial position as at 30 June 2025, the consolidated statement of profit or loss and other comprehensive income, the consolidated statement of changes in equity and the consolidated statement of cash flows for the year then ended and notes to the financial statements, including material accounting policy information, the consolidated entity disclosure statement and the directors’ declaration.

In our opinion, the accompanying financial report of the Group, is in accordance with the *Corporations Act 2001*, including:

- a) giving a true and fair view of the Group’s financial position as at 30 June 2025 and of its financial performance for the year then ended; and
- b) complying with Australian Accounting Standards and the *Corporations Regulations 2001*.

**Basis for Opinion**

We conducted our audit in accordance with Australian Auditing Standards. Our responsibilities under those standards are further described in the Auditor’s Responsibilities for the Audit of the Financial Report section of our report. We are independent of the Group in accordance with the auditor independence requirements of the *Corporations Act 2001* and the ethical requirements of the Accounting Professional & Ethical Standards Board’s APES 110 Code of Ethics for Professional Accountants (including Independence Standards) (“the Code”) that are relevant to our audit of the financial report in Australia. We have also fulfilled our other ethical responsibilities in accordance with the Code.

We confirm that the independence declaration required by the *Corporations Act 2001*, which has been given to the directors of the Company, would be in the same terms if given to the directors as at the time of this auditor’s report.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

**In.Corp Audit & Assurance Pty Ltd**  
**ABN 14 129 769 151**

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**THRIVE TRIBE TECHNOLOGIES LIMITED**

**INDEPENDENT AUDITOR'S REPORT (continued)**

**Material Uncertainty Related to Going Concern**

We draw attention to Note 2 in the financial report, which indicates that the Group incurred a net loss of \$3,491,980 during the year ended 30 June 2025 and, as of that date, the Group's current liabilities exceeded its current assets by \$379,867. As stated in Note 2, these events or conditions along with other matters as set forth in Note 2 indicate that a material uncertainty exists that may cast significant doubt on the Group's ability to continue as a going concern and therefore the Group may be unable to realise its assets and discharge its liabilities in the normal course of business. Our opinion is not modified in respect of this matter.

**Key Audit Matters**

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the financial report for the year ended 30 June 2025. These matters were addressed in the context of our audit of the financial report as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Key Audit Matter – Capitalised Development Expenditure	How our Audit Addressed the Key Audit Matter
<p>As disclosed in Note 14 to the financial statements, the Group's capitalised development expenditure classified as intangible assets had a carrying value of \$1,185,617 representing 87% of the Group's total assets. The carrying value of capitalised development expenditure was considered a key audit matter due to the following:</p> <ul style="list-style-type: none"> <li>• the carrying value represents a significant asset to the Group. Therefore, we considered it necessary to assess whether facts and circumstances existed to suggest that an impairment to the value of the asset may be required; and</li> <li>• significant management judgement is involved in determining whether impairment indicators exist.</li> </ul>	<p>The audit procedures that we performed included but were not limited to the following:</p> <ul style="list-style-type: none"> <li>• Obtained management's value in use assessment and reviewed the key assumptions adopted in the assessment;</li> <li>• Reviewed the amortisation calculation to ensure it was in accordance with the group's accounting policy;</li> <li>• Conducted a sensitivity analysis to ascertain the impact of changes in the key inputs adopted by management; and</li> <li>• Assessed the adequacy of the disclosures included in Note 14 in the financial statements.</li> </ul>

**THRIVE TRIBE TECHNOLOGIES LIMITED**

**INDEPENDENT AUDITOR'S REPORT (continued)**

**Information Other than the Financial Report and Auditor's Report Thereon**

The directors are responsible for the other information. The other information comprises the information included in the Group's annual report for the year ended 30 June 2025 but does not include the financial report and our auditor's report thereon.

Our opinion on the financial report does not cover the other information and accordingly we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial report, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial report, or our knowledge obtained in the audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

**Responsibilities of the Directors for the Financial Report**

The directors of the Company are responsible for the preparation of:

- a) the financial report (other than the consolidated entity disclosure statement) that gives a true and fair view in accordance with Australian Accounting Standards and the Corporations Act 2001; and
- b) the consolidated entity disclosure statement that is true and correct in accordance with the *Corporations Act 2001*, and

for such internal control as the directors determine is necessary to enable the preparation of:

- i. the financial report (other than the consolidated entity disclosure statement) that gives a true and fair view and is free from material misstatement, whether due to fraud or error; and
- ii. the consolidated entity disclosure statement that is true and correct and is free of misstatement, whether due to fraud or error.

In preparing the financial report, the directors are responsible for assessing the Group's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the director either intends to liquidate the Group or to cease operations, or have no realistic alternative but to do so.

**THRIVE TRIBE TECHNOLOGIES LIMITED**

**INDEPENDENT AUDITOR'S REPORT (continued)**

**Auditor's Responsibilities for the Audit of the Financial Report**

Our objectives are to obtain reasonable assurance about whether the financial report as a whole is free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with Australian Auditing Standards will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of this financial report.

A further description of our responsibilities for the audit of the financial report is located at the Auditing and Assurance Standards Board website at:

[https://www.auasb.gov.au/auditors\\_responsibilities/ar2.pdf](https://www.auasb.gov.au/auditors_responsibilities/ar2.pdf). This description forms part of our auditor's report.

**Report on the Remuneration Report**

We have audited the Remuneration Report included in the directors' report for the year ended 30 June 2025. The directors of the Company are responsible for the preparation and presentation of the Remuneration Report in accordance with section 300A of the *Corporations Act 2001*. Our responsibility is to express an opinion on the Remuneration Report, based on our audit conducted in accordance with Australian Auditing Standards.

**Opinion**

In our opinion, the Remuneration Report of Thrive Tribe Technologies Limited for the year ended 30 June 2025 complies with section 300A of the *Corporations Act 2001*.

**In.Corp Audit & Assurance Pty Ltd**



**Graham Webb**  
Partner

Sydney, 25 September 2025

**Thrive Tribe Technologies Limited**  
**Shareholder information**  
**30 June 2025**

The shareholder information set out below was applicable as at 19 September 2025.

**Distribution of equitable securities**

Analysis of number of equitable security holders by size of holding:

	<b>Ordinary shares</b>	
	<b>Number of holders</b>	<b>% of total shares issued</b>
1 to 1,000	2,052	0.11
1,001 to 5,000	541	0.30
5,001 to 10,000	129	0.24
10,001 to 100,000	344	3.07
100,001 and over	167	96.28
	<b>3,233</b>	<b>100.00</b>
Holding less than a marketable parcel	<b>3,099</b>	<b>4.76</b>

**Equity security holders**

*Twenty largest quoted equity security holders*

The names of the twenty largest security holders of quoted equity securities are listed below:

	<b>Ordinary shares</b>	
	<b>Number held</b>	<b>% of total shares issued</b>
TAC PROFESSIONAL SERVICES PTY LTD	52,424,765	12.71
SCINTILLA STRATEGIC INVESTMENTS LIMITED	30,000,000	7.27
MR CRAIG PEARSON	20,500,000	4.97
RIMOYNE PTY LTD	20,500,000	4.97
MR PETER JAMES DYKES	20,500,000	4.97
THE GREENWAY ADMINISTRATION PTY LTD (THE GREENWAY A/C)	20,500,000	4.97
035 CAPITAL PTY LTD	20,500,000	4.97
GGG ADMINISTRATION PTY LTD (GGG FAMILY A/C)	20,500,000	4.97
MAVI HOLDINGS LIMITED	20,500,000	4.97
JACOBS CAPITAL PTY LTD	12,500,000	3.03
MR JOEL DAVID WEBB	10,000,000	2.42
SCINTILLA CAPITAL PTY LTD	10,000,000	2.42
DP INVESTMENT CAPITAL PTY LTD	9,283,333	2.25
MR RUI FENG ZHANG	8,700,000	2.11
ALLOWSIDE PTY LTD	7,176,254	1.74
MR GRAEME CHARLES COOMBS	6,700,000	1.62
MRS LILIA SANTOS (SANTOS FAMILY A/C)	5,926,884	1.44
MR KOKO ZAW	5,250,000	1.27
MR ALEXANDER LEWIT	5,000,000	1.21
MR KOKO ZAW	4,500,000	1.09
	<b>310,961,236</b>	<b>75.37</b>

*Unquoted securities*

	<b>Number on issue</b>	<b>Number of holders</b>
Options over ordinary shares	1,500,000	4

**Thrive Tribe Technologies Limited**  
**Shareholder information**  
**30 June 2025**

**Substantial holders**

Substantial holders in the Company are set out below:

	<b>Ordinary shares</b>	
	<b>Number held</b>	<b>% of total shares issued</b>
TAC PROFESSIONAL SERVICES PTY LTD	52,424,765	12.71
SCINTILLA STRATEGIC INVESTMENTS LIMITED	30,000,000	7.27

**Voting rights**

The voting rights attached to ordinary shares are set out below:

*Ordinary shares*

On a show of hands every member present at a meeting in person or by proxy shall have one vote and upon a poll each share shall have one vote.

There are no other classes of equity securities.

**Thrive Tribe Technologies Limited**  
**Corporate directory**  
**30 June 2025**

Directors	Rumi Guzder - Executive Chairman Joshua Quinn - Non-Executive Director Wesley Culley - Executive Director
Company secretary	Joshua Quinn
Notice of annual general meeting	Thrive Tribe Technologies Limited anticipates that it will hold its 2025 Annual General Meeting on 27 November 2025.  In accordance with the ASX Listing Rules, valid nominations for the position of director are required to be lodged at the registered office of the Company by 5:00PM on 9 October 2025. Shareholders will be advised of further details regarding the AGM including the exact date and time in a separate Notice of Meeting, which will be provided to shareholders in October 2025.
Registered office	MLC Centre Level 57, 19-29 Martin Place Sydney, NSW 2000 Australia Phone: +61 (02) 9236 7229
Principal place of business	MLC Centre Level 57, 19-29 Martin Place Sydney, NSW 2000 Australia Phone: +61 (02) 9236 7229
Share register	Boardroom Pty Limited Level 8, 210 George Street Sydney, NSW 2000 Australia Phone: +61 (02) 9290 9600
Auditor	In Corp Audit & Assurance Pty Ltd (formerly Rothsay Audit & Assurance Pty Ltd) Level 1/6 O'Connell Street Sydney NSW 2000 Australia
Stock exchange listing	Thrive Tribe Technologies Limited shares are listed on the Australian Securities Exchange (ASX code: 1TT)
Website	<a href="https://thrivetribe.tech.com">https://thrivetribe.tech.com</a>
Corporate Governance Statement	The directors and management are committed to conducting the business of Thrive Tribe Technologies Limited in an ethical manner and in accordance with the highest standards of corporate governance. Thrive Tribe Technologies Limited has adopted and substantially complied with the ASX Corporate Governance Principles and Recommendations (Fourth Edition) ('Recommendations') to the extent appropriate to the size and nature of its operations.  The Corporate Governance Statement, which sets out the corporate governance practices that were in operation during the financial year and identifies and explains any Recommendations that have not been followed was approved at the same time as the annual report and can be found at <a href="https://www.thrivetribe.group.com.au/mytribe-platform">https://www.thrivetribe.group.com.au/mytribe-platform</a> .