



ASX ANNOUNCEMENT

14 January 2026

General Meeting Notice

Tinybeans Group Limited (ASX: TNY) (Tinybeans or the Company) advises that a General Meeting will be held in-person at 9 am on Thursday, 12 February 2026, at 24-26 Kent Street, Millers Point, NSW 2000 (**Meeting**).

Items of business will include:

- Ratification of the issue of the Consideration Shares under ASX Listing Rule 7.4
- Approval for the issue of the Consideration Performance Rights under ASX Listing Rule 10.11
- Approval for the issue of Options to the Managing Director under ASX Listing Rule 10.14

Attached are copies of the following documents in relation to the Meeting:

- Notice of General Meeting
- Sample Proxy Form¹
- Sample Access Letter to shareholders¹

¹Personalised copies will be sent to each shareholder.

This ASX announcement has been authorised for release by the Board.

For investor enquiries, please contact:

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About Tinybeans Group

Tinybeans Group Limited (ASX:TNY, OTCQB:TNYYF) Tinybeans is a leading global consumer subscription platform, serving millions of Millennial and Gen Z parents and their families monthly. At its core, Tinybeans is a private photo-sharing app and media platform that connects families and turns moments into memories. Tinybeans has been loved and trusted by parents and families around the world since its founding in Australia in 2012, and is an ongoing resource for parents due to its insightful, relatable and credible content written by a team of dedicated parents and experts. Tinybeans enjoys over 150,000 5 star reviews in the Apple App and Google Play stores, and has users in almost every country in the world.



Notice of General Meeting & Explanatory Statement

**Tinybeans Group Ltd
ACN 168 481 614**

To be held at: In person – 24-26 Kent Street, Millers Point, NSW 2000

To be held on: 12 February 2026

Commencing at: 9:00 AM (Sydney time)

Important Information

This Notice of General Meeting & Explanatory Statement should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their professional advisors prior to voting.

Important dates

Deadline for lodgement of Proxy Forms for the General Meeting	10 February 2026 AEDT (Sydney time) at 9:00 AM
General Meeting	12 February 2026 AEDT (Sydney time) at 9:00 AM
Anticipated issue of Consideration Performance Rights	13 February 2026

Letter from the Chair

Dear Shareholders,

We are pleased to invite you to the General Meeting of Tinybeans Group Ltd ACN 168 481 614 (**Company**). We are holding the General Meeting in person at 24-26 Kent Street, Millers Point, NSW 2000.

Background to the Resolutions

On 3 November 2025, the Company announced that it had entered into an asset purchase agreement (**Asset Purchase Agreement**) to acquire the assets of US-based Qeepsake Inc. (**Qeepsake**), a digital memory and family journaling platform (**Acquisition**), via a wholly-owned subsidiary of the Company, Tinybeans USA Ltd.

The purchase price for the Acquisition is comprised of 17,583,966 fully paid ordinary shares in the Company (**Consideration Shares**) and 1,500,000 performance rights in the Company (**Consideration Performance Rights**).

The Acquisition completed on 14 November 2025 (being 13 November 2025 in the US) and the Consideration Shares were issued to Qeepsake on that date.

The Consideration Performance Rights are to be issued on or around 13 February 2026, subject to the receipt of Shareholder approval.

Snapshot of the Resolutions

The Resolutions to be put to Shareholders at the General Meeting are as follows:

- (a) **Resolution 1** seeks Shareholder approval for the ratification of the issue of the Consideration Shares under ASX Listing Rule 7.4;
- (b) **Resolution 2** seeks Shareholder approval for the issue of the Consideration Performance Rights under ASX Listing Rule 10.11; and
- (c) **Resolution 3** seeks Shareholder approval for the issue of Options to Ms Zsofi Paterson (or her nominee), a Director of the Company, under ASX Listing Rule 10.14,

(together, the **Resolutions**).

Booklet

All of the Directors entitled to make a recommendation in respect of a particular Resolution recommend that you vote in favour of adopting that Resolution.

With respect to the General Meeting, this booklet contains the following:

- The Notice of General Meeting for the General Meeting which contains information about the business to be conducted at the General Meeting, including the Resolutions to be put to the Shareholders at the General Meeting (see Section B).
- Information explaining the business to be conducted at the General Meeting (see the Explanatory Statement at Section D).
- Information on how to vote and how to appoint a proxy to vote on the Resolutions to be passed at the General Meeting (see Section C).

Please read the whole of this booklet carefully as it provides important information on the General Meeting, items of business and the Resolutions that you, as a Shareholder, are being asked to vote on.

Questions

Should you wish to discuss the matters in this Notice of General Meeting & Explanatory Statement, please do not hesitate to contact the Company Secretary, Mr Adam Gallagher, by email to adam.gallagher@tinybeans.com.

By order of the Board

Dated: 14 January 2026

Mr James Warburton
Chair
Tinybeans Group Limited

Section A – Glossary

\$	Means Australian dollars.
AEDT	Means Australian Eastern Daylight Time.
General Meeting	The general meeting of Shareholders convened by the Notice of General Meeting.
Acquisition	Means the acquisition of the Qeepsake Assets under the Asset Purchase Agreement. Refer to the ASX Announcement dated 3 November 2025 for more details on the Acquisition.
Asset Purchase Agreement	The asset purchase agreement entered into by the Company, Tinybeans USA Ltd and Qeepsake on 2 November 2025. Refer to Schedule 1 for a summary of the terms of the Asset Purchase Agreement.
ASIC	The Australian Securities & Investments Commission.
ASX	The Australian Securities Exchange operated by ASX Limited.
ASX Listing Rules	The listing rules of the ASX.
Automic	Means Automic Pty Ltd, being the share registry of the Company.
Board	The board of Directors of the Company.
Chair	The chair of the General Meeting.
Closely Related Party	"Closely Related Party" of a member of the Key Management Personnel of the Company has the meaning ascribed to it in the Corporations Act, and the expression includes, for example, certain Key Management Personnel's family members, dependents and companies they control.
Company	Tinybeans Group Ltd ACN 168 481 614.
Completion	Means completion under the Asset Purchase Agreement, which occurred on 14 November 2025 (being 13 November 2025 in the US).
Consideration Performance Rights	<p>The 1,500,000 performance rights to be issued to Qeepsake as part consideration for the purchase of the Qeepsake Assets under the Asset Purchase Agreement (which will be convertible into Shares subject to satisfaction of the relevant hurdles).</p> <p>The issue of the Consideration Performance Rights is subject to Shareholder approval under Resolution 2.</p>
Consideration Performance Rights Terms	The terms of issue of the Consideration Performance Rights as summarised in Schedule 2 .
Consideration Shares	The 17,583,966 Shares that were issued to Qeepsake as part consideration on completion of the purchase of the Qeepsake Assets under the Asset Purchase Agreement.
Constitution	The constitution of the Company.
Corporations Act	The <i>Corporations Act 2001</i> (Cth).
Corporations Regulations	The <i>Corporations Regulations 2001</i> (Cth).
Directors	The directors of the Company and Director means any one of them.
Equity Securities	Means any type of security, including a Share, option, unit, convertible security, and as otherwise defined in the ASX Listing Rules.
Explanatory Statement	The explanatory statement accompanying the Notice of General Meeting and contained in Section D to this booklet.

General Meeting	Means the general meeting of Shareholders convened by the Notice of General Meeting & Explanatory Statement.
Glossary	The glossary contained in Section A to this booklet.
Key Management Personnel	Has the meaning given in the accounting standards as those persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly, including any Director (whether executive or otherwise) of the Company.
Notice of General Meeting	The notice of the General Meeting accompanying the Explanatory Statement for the General Meeting and contained in Section B to this booklet.
Notice of General Meeting & Explanatory Statement	Means this booklet comprised of the Notice of General Meeting, Explanatory Statement and Proxy Form.
Options	The 790,000 options exercisable at \$0.095 and expiring on 31 March 2027 to be issued to Ms Zsofi Paterson (or her nominee), subject to Shareholder approval, which are exercisable into Shares on a 1 to 1 basis.
Keepsake	Means Keepsake Inc, a Delaware incorporated corporation
Keepsake Assets	The assets of Keepsake, as detailed in Schedule 1 , transferred to Tinybeans USA Ltd, a wholly-owned subsidiary of the Company, under the Asset Purchase Agreement.
Performance Conditions	The performance conditions attached to the Consideration Performance Rights as detailed in Schedule 2 .
Proxy Form	The online proxy form. Proxy forms can be submitted as detailed in Section C to this booklet.
Related Party	Has the meaning given to that term in Chapter 19 of the ASX Listing Rules.
Resolution(s)	The resolution(s) contained in the Notice of General Meeting.
Shareholders	The holders of all Shares issued in the Company and Shareholder means any one of them.
Shares	Means fully paid ordinary shares in the share capital of the Company and Share means any one of them.
Tinybeans Incentive Plan	The employee incentive plan approved by Shareholders at the 2023 annual general meeting of the Company.
VWAP	Means volume weighted average price.

Section B – Notice of General Meeting

Time and place

Notice is hereby given that the General Meeting will be held as follows:

- Held in person at 24-26 Kent Street, Millers Point, NSW 2000
- Commencing at 9:00 AM (Sydney time) on 12 February 2026.

Explanatory Statement

The Explanatory Statement which accompanies and forms part of this Notice of General Meeting describes the matters to be considered at the General Meeting.

Defined terms

Terms used in this Notice of General Meeting have the meaning given to them in the Glossary in **Section A** of the Notice of General Meeting & Explanatory Statement.

SPECIAL BUSINESS

1. Resolution 1: Ratification of prior issue of Consideration Shares issued under ASX Listing Rule 7.1

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

"That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, Shareholders approve and ratify the Company's prior issue of 17,583,966 Shares to Qeepsake, issued under ASX Listing Rule 7.1 at a deemed issue price of \$0.1034 per Consideration Share, on the terms and conditions set out in the Explanatory Statement."

Short explanation

On 14 November 2025, the Company issued 17,583,966 Shares, being the 'Consideration Shares', to Qeepsake, at a deemed issue price of \$0.1034 per Consideration Share, as part consideration for the acquisition of the Qeepsake Assets under the Asset Purchase Agreement.

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

The Consideration Shares were issued within the 15% Placement Capacity. Approval under ASX Listing Rule 7.4 is being sought to ratify the issue of the Consideration Shares and re-set the 15% Placement Capacity.

Voting Exclusion Statement

The Company will disregard any votes cast in favour of the Resolution by or on behalf of:

- Qeepsake and any other person who participated in the issue of the Consideration Shares; or
- an associate of that person or persons.

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

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

2. Resolution 2: Authority to issue the Consideration Performance Rights under ASX Listing Rule 10.11

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

"That, for the purposes of ASX Listing Rule 10.11 and for all other purposes, Shareholders approve and authorise the Company to issue 1,500,000 Consideration Performance Rights to Qeepsake and, upon conversion of those Consideration Performance Rights, the acquisition of the Shares underlying those Consideration Performance Rights, on the terms and conditions set out in the Explanatory Statement."

Short explanation

The Company will issue 1,500,000 Consideration Performance Rights to Qeepsake as part consideration for the acquisition of the Qeepsake Assets under the Asset Purchase Agreement. Subject to satisfaction of the relevant hurdles, the Consideration Performance Rights will convert into a maximum of 25,252,523 Shares in the Company.

ASX Listing Rule 10.11 provides that a company must not, subject to specified exceptions, issue or agree to issue Equity Securities (which includes performance rights) to specified persons without the approval of the holders of its ordinary securities.

Approval under ASX Listing Rule 10.11 is being sought as Qeepsake is a substantial holder in the Company who has nominated a director to the Board, and therefore the issue of Consideration Performance Rights falls within the scope of ASX Listing Rule 10.11.

Voting Exclusion Statement

The Company will disregard any votes cast in favour of the Resolution by or on behalf of:

- Qeepsake and any other person who is to receive the Consideration Performance Rights, or who will obtain a material benefit as a result of, the proposed issue of Consideration Performance Rights (except a benefit solely by reason of being a holder of ordinary securities in the entity); or
- an associate of that person or persons.

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

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

3. Resolution 3: Authority to grant the Options to a Related Party, Ms Zsofi Paterson, under ASX Listing Rule 10.14

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

*"That, for the purposes of ASX Listing Rule 10.14 and for all other purposes, Shareholders approve and authorise the Company to grant 790,000 options exercisable at \$0.095 and expiring on 31 March 2027 to Ms Zsofi Paterson (or her nominee), being a Related Party of the Company, under the Tinybeans Incentive Plan for future performance (**Options**) and, upon exercise of those Options, the acquisition of the Shares underlying those Options, in accordance with the terms of the Tinybeans Incentive Plan and on the terms and conditions set out in the Explanatory Statement."*

Short Explanation

This Resolution is required under ASX Listing Rule 10.14 to allow the issue of Equity Securities, in the form of the Performance Rights, under the Tinybeans Incentive Plan to Ms Zsofi Paterson (or her nominee), being a Related Party of the Company by virtue of being a Director, for future performance.

ASX Voting Exclusion Statement: The Company will disregard any votes cast in favour of this Resolution by or on behalf of:

- a person referred to in ASX Listing Rule 10.14.1, 10.14.2 or 10.14.3 who is eligible to participate in the employee incentive scheme in question, including Ms Zsofi Paterson (or her nominee); or
- an associate of that person or those persons.

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

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

Corporations Act Voting Prohibition Statements: As this Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel, in accordance with section 250BD of the Corporations Act, the Company will disregard any votes cast on this Resolution by:

- a member of the Key Management Personnel; or
- a Closely Related Party of such member.

However, the above persons may cast a vote on this Resolution if:

- the person does so as a proxy; and
- the vote is not cast on behalf of a member of the Key Management Personnel whose remuneration details are included in the Remuneration Report or a Closely Related Party of such a member; and
- either:
 - the voter is appointed as a proxy by writing that specifies the way the proxy is to vote on this Resolution; or
 - the voter is the Chair of the General Meeting and the appointment of the Chair as proxy does not specify the way the proxy is to vote on this Resolution and expressly authorises the Chair to vote as the proxy even if this Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel of the Company or, if the Company is part of a consolidated entity, for the entity.

OTHER BUSINESS

To transact any other business which may be brought forward in accordance with the Constitution.

Section C – How to vote

1. How to vote

If you are entitled to vote at the General Meeting, you may vote by attending the General Meeting in person, or by attending the General Meeting by proxy by lodging your online Proxy Form at www.investortovote.com.au outlined in the Notice & Access letter or using the personalised link which was sent to all holders that have elected to receive online communications for notices of meeting, or, in the case of corporate Shareholders, a corporate representative.

2. Your vote is important

The business of the General Meeting affects your shareholding and your vote is important.

3. Corporations

To vote at the General Meeting, a Shareholder that is a corporation must appoint an individual to act as its representative. The appointment must comply with section 250D of the Corporations Act. Alternatively, a corporation may appoint a proxy.

4. Voting in person

To vote in person, attend the General Meeting on the date and at the time and place set out above in this Notice of General Meeting & Explanatory Statement.

5. Voting by proxy

All Shareholders who are entitled to participate in and vote at the General Meeting have the right to appoint a proxy to participate in the General Meeting and vote in their place. A proxy need not be a Shareholder and can be an individual or a body corporate.

A Shareholder who is entitled to cast two or more votes may appoint two proxies and may specify the proportion, or number, of votes which each proxy is entitled to exercise. If no proportion or number is specified, each proxy may exercise up to half of the Shareholder's votes.

Shareholders and their proxies should be aware that:

- (a) if a proxy votes, they must cast all directed proxies as directed; and
- (b) any directed proxies which are not voted will automatically default to the Chair, which must vote the proxies as directed.

To vote by proxy, you must complete and lodge the Proxy Form using one of the following methods:

Online

Lodge the Proxy Form online at <https://investor.automic.com.au/#/loginsah> by following the instructions: Login to the Automic website using the holding details as shown on the Proxy Form. Click on 'View Meetings' – 'Vote'. To use the online lodgement facility, Shareholders will need their holder number (Securityholder Reference Number (**SRN**) or Holder Identification Number (**HIN**)) as shown on the front page of the Proxy Form.

For further information on the online proxy lodgement process please see the **Online Proxy Lodgement Guide** at <https://www.automicgroup.com.au/virtual-agms/>.

By post

Automic, GPO Box 5193, Sydney NSW 2001

By hand	Automic, Level 5, 126 Philip Street, Sydney NSW 2000
By email	Completing the enclosed Proxy Form and emailing it to: meetings@automicgroup.com.au

For details on how to complete and lodge the Proxy Form, please refer to the instructions on the Proxy Form.

For your proxy appointment to be effective, it must be received by the Company not less than 48 hours before the General Meeting (i.e. by 9:00 AM (Sydney time) on 10 February 2026). Proxy Forms received later than this time will be invalid.

You can direct your proxy on how to vote (i.e. to vote 'for' or 'against', or to 'abstain' from voting on, each Resolution) by following the instructions either online or on the Voting Form. A proxy may decide whether to vote on an item of business, except where the proxy is required by law or the Constitution to vote, or abstain from voting in his or her capacity as proxy. If a proxy is directed how to vote on an item of business, the proxy may only vote on the item as directed. If a proxy is not directed how to vote on an item of business, the proxy may vote as he or she thinks fit.

If you appoint the Chair as your proxy but do not direct the Chair on how to vote, then by completing and submitting your voting instructions you are expressly authorising the Chair to vote in favour of each item of business, even where an item of business is directly or indirectly connected to the remuneration of a member of the Key Management Personnel of the Company. The Chair intends to vote all available (including undirected) proxies in favour of all Resolutions, subject to the applicable voting exclusions and prohibitions.

You cannot lodge a direct vote and appoint a proxy for the same voting rights. The appointment of one or more duly appointed proxies will not preclude a Shareholder from attending the General Meeting and voting personally. If the Shareholder votes on a Resolution, the proxy must not vote as the Shareholder's proxy on that Resolution.

6. Eligibility to vote

The Directors have determined pursuant to regulation 7.11.37 of the Corporations Regulations that the persons eligible to vote at the General Meeting are those that are registered Shareholders at 7:00 p.m. AEDT (Sydney time) on 10 February 2026. If you are not the registered holder of a relevant Share at that time you will not be entitled to vote in respect of that Share.

7. Voting procedure – on a poll

Every question arising at this General Meeting will be decided on a poll. Upon a poll, every person entitled to vote who is present at the General Meeting either in person or by proxy will have one vote for each voting share held by that person.

8. Enquiries

For all enquiries, please contact the Company Secretary, Mr Adam Gallagher, by email to adam.gallagher@tinybeans.com

Section D – Explanatory Statement

This Explanatory Statement forms part of the Notice of General Meeting convening the General Meeting of Shareholders of the Company to be held commencing at 9:00 AM AEDT 12 February 2026 in person at 24-26 Kent Street, Millers Point, NSW 2000.

Refer to **Section C** for details on how to attend and vote at the General Meeting.

This Explanatory Statement is to be read in conjunction with the Notice of General Meeting.

Purpose

The purpose of this Explanatory Statement is to provide information which the Directors believe is material to Shareholders in deciding whether or not to pass the Resolutions to be put forward in the General Meeting.

The Directors recommend Shareholders read the Notice of General Meeting and this Explanatory Statement in full before making any decisions relating to the Resolutions contained in the Notice of General Meeting.

Defined terms

Terms used in this Explanatory Statement have the meaning given to them in the Glossary in **Section A** of the Notice of General Meeting & Explanatory Statement in which this Explanatory Statement is contained.

ORDINARY BUSINESS

1 Resolution 1: Ratification of prior issue of Consideration Shares issued under ASX Listing Rule 7.1

1.1 General

The Company refers to the background information relating to the Acquisition contained in the Letter from the Chair.

For full details on the Acquisition of the Qeepsake Assets, refer to the ASX Announcement dated 3 November 2025. A summary of the Asset Purchase Agreement is contained in **Schedule 1** of this Notice of General Meeting & Explanatory Statement.

Resolution 1 seeks Shareholder ratification pursuant to ASX Listing Rule 7.4 for the prior issue of 17,583,966 Shares (being the Consideration Shares) issued under ASX Listing Rule 7.1.

Resolution 1 is an ordinary resolution.

1.2 ASX Listing Rules 7.1 and 7.4

Broadly speaking, and subject to a number of exceptions, ASX Listing Rule 7.1 limits the amount of Equity Securities that a listed company can issue without the approval of its shareholders over any 12-month period to 15% of the fully paid ordinary securities it had on issue at the start of that period.

The issue of the Consideration Shares does not fit within any of the exceptions listed in ASX Listing Rule 7.2 and, as it has not yet been approved by the Shareholders, it effectively uses up part of the 15% limit in ASX Listing Rule 7.1, reducing the Company's capacity to issue further Equity Securities without Shareholder approval under ASX Listing Rule 7.1 for the 12-month period following the date of issue of the Consideration Shares (**Issue Date**).

ASX Listing Rule 7.4 allows the shareholders of a listed company to ratify an issue of Equity Securities after it has been made or agreed to be made. If they do, the issue is taken to have been approved under ASX Listing Rule 7.1 and so does not reduce the Company's capacity to issue further Equity Securities without Shareholder approval under that rule.

The Company wishes to retain as much flexibility as possible to issue additional Equity Securities into the future without having to obtain Shareholder approval for such issue under ASX Listing Rule 7.1.

To that end, Resolution 1 seeks Shareholder approval for the prior issue of the Consideration Shares under and for the purposes of ASX Listing Rule 7.4.

1.3 Effect of Shareholder approval (information required under ASX Listing Rule 14.1A)

If Resolution 1 is passed, the issue of the Consideration Shares will be excluded in calculating the Company's 15% limit under ASX Listing Rule 7.1, effectively increasing the number of Equity Securities it can issue without Shareholder approval over the 12-month period following the Issue Date.

If Resolution 1 is not passed, the issue of the Consideration Shares will be included in calculating the Company's 15% limit in ASX Listing Rule 7.1, effectively decreasing the number of Equity Securities it can issue without Shareholder approval over the 12-month period following the Issue Date.

1.4 Technical information required by ASX Listing Rule 7.5

For the purposes of ASX Listing Rule 7.5, information regarding the issue of the Consideration Shares is provided as follows:

The names of the persons to whom the Company issued the securities <i>ASX Listing Rule 7.5.1</i>	<p>The Consideration Shares were issued to Qeepsake who, prior to the issue of the Consideration Shares, was not a party to whom ASX Listing Rule 10.11 would apply.</p> <p>At the time of the issue of the Consideration Shares, Qeepsake was not:</p> <ul style="list-style-type: none"> • a member of the Key Management Personnel; • a substantial holder of the Company; • an adviser of the Company; or • an associate of any of the above. <p>Prior to the issue of the Consideration Shares, Qeepsake held no Shares in the Company. Following the issue of the Consideration Shares, Qeepsake holds 10.63% of the issued Share capital of the Company.</p>
The number and class of securities issued <i>ASX Listing Rule 7.5.2</i>	17,583,966 Shares were issued by the Company pursuant to ASX Listing Rule 7.1. The Consideration Shares are fully paid ordinary shares in the Company.
If the securities are not fully paid ordinary securities, a summary of the material terms of the securities <i>ASX Listing Rule 7.5.3</i>	N/A.
The date on which the securities were issued <i>ASX Listing Rule 7.5.4</i>	The Consideration Shares were issued by the Company on 14 November 2025.
The issue price <i>ASX Listing Rule 7.5.5</i>	The Consideration Shares were issued as part consideration for the purchase of the Qeepsake Assets, but at a deemed issue price of \$0.1034 per Consideration Share.

The purpose of the issue, including the intended use of the funds raised ASX Listing Rule 7.5.6	No funds were raised from the issue of the Consideration Shares as they were issued as part consideration for the purchase of the Qeepsake Assets.
If the securities were issued under an agreement, a summary of the material terms of the agreement ASX Listing Rule 7.5.7	Refer to Schedule 1 for a summary of the Asset Purchase Agreement, being the document under which the Consideration Shares were issued.
Voting exclusion statement ASX Listing Rule 7.5.8	A voting exclusion statement is contained in Resolution 1.

1.5 Recommendation and voting requirements

The Directors unanimously recommend that Shareholders approve Resolution 1.

Resolution 1 is an ordinary resolution and so requires the approval of more than 50% of the votes cast by Shareholders.

The Chair of the General Meeting intends to vote all available undirected proxies in favour of Resolution 1.

2 Resolution 2: Authority to issue the Consideration Performance Rights under ASX Listing Rule 10.11

2.1 General

The Company refers to the background information relating to the Acquisition contained in the Letter from the Chair.

For full details on the Acquisition of the Qeepsake Assets, refer to the ASX Announcement dated 3 November 2025. A summary of the Asset Purchase Agreement is contained in **Schedule 1** of this Notice of General Meeting & Explanatory Statement.

Resolution 2 seeks Shareholder approval pursuant to ASX Listing Rule 10.11 for the issue of 1,500,000 Consideration Performance Rights.

Resolution 2 is an ordinary resolution.

2.2 ASX Listing Rule 10.11

Under ASX Listing Rule 10.11, unless an exception in rule 10.12 applies, an entity must not issue or agree to issue Equity Securities to any of the following persons without the approval of the holders of its ordinary securities:

- (a) A related party.
- (b) A person who is or was at any time in the 6 months before the issue or agreement, a substantial (30%+) holder in the entity.
- (c) A person who is, or was in the 6 months before the issue or agreement, a substantial (10%+) holder in the entity and who has nominated a director to the board of the entity.
- (d) An associate of a person referred to above.

(e) A person whose relationship with the entity or persons referred to above, is such that in the ASX's opinion, the issue or agreement should be approved by securityholders.

Following the issue of Consideration Shares, Qeepsake is a substantial holder in the Company as it holds 10.63% of the issued Shares. In addition, Qeepsake has a nominee on the Board, being Cliff Sirlin. Therefore, Qeepsake falls within the scope of ASX Listing Rule 10.11 and Shareholder approval pursuant to ASX Listing Rule 10.11 is required unless an exception applies.

It is the view of the Directors that none of the exceptions set out in ASX Listing Rule 10.12 apply to the current circumstances.

As such, Resolution 2 seeks the required Shareholder approval for the issue of the Consideration Performance Rights under and for the purposes of ASX Listing Rule 10.11.

Approval pursuant to ASX Listing Rule 7.1 is not required in order to issue the Consideration Performance Rights to Qeepsake as approval is being obtained under ASX Listing Rule 10.11. Accordingly, under ASX Listing Rule 7.2, Exception 14, the issue of Consideration Performance Rights will not be included in the 15% calculation of the Company's annual placement capacity pursuant to ASX Listing Rule 7.1.

2.3 Effect of Shareholder approval (information required under ASX Listing Rule 14.1A)

If Resolution 2 is passed, the Company will be able to proceed with the issue of the Consideration Performance Rights. In addition, the issue of the Consideration Performance Rights will be excluded from the calculation of the number of Equity Securities that the Company can issue without Shareholder approval under ASX Listing Rule 7.1.

If Resolution 2 is not passed, the Company will not be able to proceed with the issue of the Consideration Performance Rights, however, should the Performance Conditions deem to be satisfied despite the Performance Rights not being issued for any reason, the Consideration Performance Rights will be settled with Qeepsake in cash instead of being settled by way of an issue of Shares to Qeepsake.

2.4 Technical information required by ASX Listing Rule 10.13

For the purposes of ASX Listing Rule 10.13, information regarding the issue of the Consideration Performance Rights is provided as follows:

The names of the persons to whom the Company will issue the securities <i>ASX Listing Rule 10.13.1</i>	The Consideration Performance Rights are proposed to be issued to Qeepsake Inc.
Which category in rules 10.11.1-10.11.5 applies and why <i>ASX Listing Rule 10.13.2</i>	<p>Following the issue of Consideration Shares, Qeepsake is a substantial holder in the Company as it holds 10.63% of the issued Shares. In addition, Qeepsake has a nominee on the Board, being Cliff Sirlin. Therefore, Qeepsake falls within the category in ASX Listing Rule 10.11.3.</p> <p>It is the view of the Directors that none of the exceptions set out in ASX Listing Rule 10.12 apply to the current circumstances.</p>
Number and class of securities to be issued <i>ASX Listing Rule 10.13.3</i>	<p>A maximum of 1,500,000 Consideration Performance Rights will be issued to Qeepsake.</p> <p>Subject to milestones being satisfied in full, the Consideration Performance Rights are convertible into a maximum of 25,252,523 Shares.</p> <p>Should these 25,252,523 Shares be issued, then Qeepsake hold a total of 42,836,489 of Shares. Assuming that no further Shares in the Company are issued and the full number of 25,252,523 Shares are issued to Qeepsake, that could bring the voting power of Qeepsake to 20.54%.</p>

	All issues of Shares will be subject to all regulatory requirements, including shareholder approval for the purposes of section 611 item 7 of the Corporations Act.
If the securities are not fully paid ordinary securities, a summary of the material terms of the securities <i>ASX Listing Rule 10.13.4</i>	The Consideration Performance Rights are to be issued on the Consideration Performance Rights Terms. A summary of the Consideration Performance Rights Terms is provided in Schedule 2 .
Date by which the securities will be issued <i>ASX Listing Rule 10.13.5</i>	The Consideration Performance Rights, if approved by Shareholders, are intended to be issued on or about 29 January 2026, but in any event, no later than one month after the date of the General Meeting.
Issue price <i>ASX Listing Rule 10.13.6</i>	Nil.
The purpose of the issue, including the intended use of the funds raised <i>ASX Listing Rule 10.13.7</i>	No funds will be raised from the issue of the Consideration Performance Rights as they will be issued as part consideration for the purchase of the Keepsake Assets.
If the person is a director (or an associate of a director) and the issue is intended to incentivise or remunerate the director, details of the director's current total remuneration package <i>ASX Listing Rule 10.13.8</i>	N/A.
If the securities are being issued under an agreement, a summary of the material terms of the agreement <i>ASX Listing Rule 10.13.9</i>	Refer to Schedule 1 for a summary of the Asset Purchase Agreement, being the document under which the Consideration Performance Rights will be issued.
Voting exclusion statement <i>ASX Listing Rule 10.13.10</i>	A voting exclusion statement is contained in Resolution 2.

2.5 Recommendation and voting requirements

The Directors unanimously recommend that Shareholders approve Resolution 2.

Resolution 2 is an ordinary resolution and so requires the approval of more than 50% of the votes cast by Shareholders.

The Chair of the General Meeting intends to vote all available undirected proxies in favour of Resolution 2.

3 Resolution 3: Authority to grant the Options to a Related Party, Ms Zsofi Paterson, under ASX Listing Rule 10.14

3.1 Purpose of Resolution

The Company has agreed to, subject to obtaining Shareholder approval, grant 790,000 options exercisable at \$0.095 and expiring on 31 March 2027 to Ms Zsofi Paterson (or her nominee), a Director of the Company, under the Tinybeans Incentive Plan (**Options**) as set out in Schedule 3).

The purpose of the grant of the Options to Ms Zsofi Paterson (or her nominee) is for future performance and to align her personal interests with the interests of the Company's Shareholders.

3.2 Terms of grant of the Options and how the number of Options was determined

The 790,000 Options have an exercise price of \$0.095 and expire on 31 March 2027. The Options are exercisable into Shares on a 1 for 1 basis.

The high-level terms of the Options are detailed below:

Number of Options offered	Exercise Price	Performance Conditions	Performance Criteria Determination Date	Conversion Date	Expiry date of Options
240,000 Options	\$0.095 per Option	EBITDA Positive for the Calculation Period	Following completion of the half year reviewed accounts ended 31 December 2026	No later than one calendar month after the date of vesting	31 March 2027 (or such earlier date, once it is determined that the Performance Conditions are not satisfied)
300,000 Options	\$0.095 per Option	40,000 or more Paid Subscribers of Qeepsake at the Calculation Date	Following completion of the half year reviewed accounts ended 31 December 2026	No later than one calendar month after the date of vesting	31 March 2027 (or such earlier date, once it is determined that the Performance Conditions are not satisfied)
250,000 Options	\$0.095 per Option	US\$3,750,000 for the Calculation Period (or a pro-rata amount of the US\$3,750,000, in the event the Calculation Period ends earlier than 30 September 2026)	Following completion of the half year reviewed accounts ended 31 December 2026	No later than one calendar month after the date of vesting	31 March 2027 (or such earlier date, once it is determined that the Performance Conditions are not satisfied)

Where:

(a) The **Calculation Period** is the period commencing on 1 October 2025 and ending on the Calculation Date.

(b) The **Calculation Date** is the earlier of 30 September 2026 and the date the Company completes the migration of the Qeepsake subscribers onto the Tinybeans platform.

(c) **Paid Subscribers of Qeepsake** means all Qeepsake subscribers on any paid membership tier and paid subscribers of the Company generated directly via a Qeepsake channel, tracked through an agreed measurement and attribution platform.

Where one Performance Condition is satisfied but another is not, only the Options attributable to the 'Number of Options offered' (as set out in the table above) for the specific Performance Condition that has been satisfied will become the exercisable portion which must be issued to Ms Zsofi Paterson (or her nominee) in Shares and the balance of the Options would lapse as being incapable of being exercised.

All Directors, other than Ms Zsofi Paterson, note that:

- (a) the grant of the Options to Ms Zsofi Paterson a person of the calibre and skills and experience that Ms Zsofi Paterson has, and aligns the interests of Ms Zsofi Paterson with those of Shareholders;
- (b) the issue of the Options is a reasonable and appropriate method to provide cost effective remuneration as the non-cash form of this benefit will allow the Company to spend a greater proportion of its cash reserves on its operations than it would if cash remuneration were given to Ms Zsofi Paterson; and
- (c) it is not considered that there are any significant opportunity costs to the Company or benefits foregone by the Company in granting the Options upon the terms proposed.

3.3 Chapter 2E of the Corporations Act

Chapter 2E of the Corporations Act requires that, for a public company or an entity that the public company controls, to give a financial benefit to a related party of the public company, the public company or entity must:

- (a) obtain the approval of the public company's members in the manner set out in sections 217 to 227 of the Corporations Act; and
- (b) give the benefit within 15 months following such approval,

unless the giving of the financial benefit falls within an exception set out in section 210 to 216 of the Corporations Act.

A 'related party' is defined widely in section 228 of the Corporations Act and includes, relevantly, a director (or proposed director) of a public company, any entity that controls (or is reasonably likely to control) a public company, and any entity that is controlled by a person or entity which is otherwise a related party, or there are reasonable grounds to believe that a person/entity is likely to become a related party of the public company.

A 'financial benefit' for the purposes of the Corporations Act is defined widely and includes the public company paying money or issuing securities to a related party. In determining whether or not a financial benefit is being given, it is necessary to look to the economic and commercial substance and effect of what the public company is doing (rather than just the legal form). Any consideration which is given for the financial benefit is to be disregarded, even if it is full or adequate.

The issue of the Options to Ms Zsofi Paterson (or her nominee) constitutes giving a financial benefit to her. Ms Zsofi Paterson is a related party of the Company by virtue of being a Director.

The non-associated Directors on the Board have considered the issue of the Options and, taking into account the circumstances of the Company, the circumstances of the Directors, and the remuneration practices of other similar entities, has reached the conclusion that the

financial benefit to be provided to Ms Zsofi Paterson by way of the issue of the Options (together with the other elements of her remuneration package) constitutes reasonable remuneration. Accordingly, the Company considers that it can rely on the 'reasonable remuneration' exception under Chapter 2E of the Corporations Act. As such, approval under Chapter 2E of the Corporations Act is not being sought.

3.4 ASX Listing Rules 10.11, 10.14 and 7.1

ASX Listing Rule 10.14 requires a listed entity to obtain shareholder approval for the issue of Equity Securities under an employee incentive scheme to certain classes of individuals, including directors. Ms Zsofi Paterson is a Director of the Company and, as such, falls within ASX Listing Rule 10.14.1. Therefore, Shareholder approval is required for the issue of Options to Ms Zsofi Paterson.

Once Shareholder approval is obtained under ASX Listing Rule 10.14, the Company is entitled to rely on ASX Listing Rule 10.12, Exception 8 which provides that approval under ASX Listing Rule 10.11 is not required for an issue of Equity Securities under an employee incentive scheme made, or taken to have been made, with the approval of the issuing entity's shareholders under ASX Listing Rule 10.14.

In addition, once Shareholder approval is obtained under ASX Listing Rule 10.14, the Company is entitled to rely on ASX Listing Rule 7.2, Exception 14, which provides that approval under ASX Listing Rule 7.1 does not apply to an issue of Equity Securities made with the approval of the issuing entity's shareholders under ASX Listing Rule 10.14.

3.5 Effect of Shareholder approval (ASX Listing Rule 14.1A)

If this Resolution is passed, the Company will be able to proceed with the proposed issue of 790,000 Options to Ms Zsofi Paterson (or her nominee).

If this Resolution is not passed, the Company will not be able to proceed with the proposed issue of 790,000 Options to Ms Zsofi Paterson (or her nominee) and the Company may choose to offer Ms Zsofi Paterson (or her nominee) additional cash incentives.

3.6 Information required pursuant to ASX Listing Rule 10.15

In accordance with ASX Listing Rule 10.15, the following information is provided:

The names of the persons to whom the Company will issue the Equity Securities ASX Listing Rule 10.15.1	The person to participate in the issue of the Options is Ms Zsofi Paterson (or her nominee).						
Category in ASX Listing Rule 10.14.1-10.14.3 that the person falls within and why ASX Listing Rule 10.15.2	Ms Zsofi Paterson falls within ASX Listing Rule 10.14.1 as she is a Director of the Company. Her nominee (if applicable) would fall under ASX Listing Rule 10.14.2, as such person would be an associate of Ms Zsofi Paterson.						
Number and class of securities to be issued under the scheme for which approval is being sought ASX Listing Rule 10.15.3	The number of Options to be issued to Ms Zsofi Paterson (or her nominee) under the Tinybeans Incentive Plan is 790,000 Options, exercisable at \$0.095 per Option and expiring on 31 March 2027. The Options are exercisable into fully paid ordinary shares in the Company.						
If the person is a director under 10.14.1 or an associate of a director under rules 10.14.2 or 10.14.3, details of the directors' current remuneration package	<p>The current remuneration for Ms Zsofi Paterson is detailed below:</p> <table border="1"> <thead> <tr> <th>Director</th> <th>Current total cash remuneration (inclusive of superannuation)</th> <th>Other</th> </tr> </thead> <tbody> <tr> <td>Ms Zsofi Paterson</td> <td>AU\$400,000 including superannuation, plus</td> <td>Nil</td> </tr> </tbody> </table>	Director	Current total cash remuneration (inclusive of superannuation)	Other	Ms Zsofi Paterson	AU\$400,000 including superannuation, plus	Nil
Director	Current total cash remuneration (inclusive of superannuation)	Other					
Ms Zsofi Paterson	AU\$400,000 including superannuation, plus	Nil					

ASX Listing Rule 10.15.4		short term annual variable remuneration of up to US\$200,000 based on performance against key performance indicators (KPIs)								
The number of securities that have previously been issued to the person under the scheme and the average acquisition price (if any) paid by the person for those securities ASX Listing Rule 10.15.5	<p>Ms Zsofi Paterson has previously been issued incentives under the Tinybeans Incentive Plan as detailed below:</p> <table border="1"> <thead> <tr> <th>Director</th><th>Securities issued</th><th>Average acquisition price</th></tr> </thead> <tbody> <tr> <td>Ms Zsofi Paterson</td><td>6,000,000 Options</td><td>Nil</td></tr> </tbody> </table>				Director	Securities issued	Average acquisition price	Ms Zsofi Paterson	6,000,000 Options	Nil
Director	Securities issued	Average acquisition price								
Ms Zsofi Paterson	6,000,000 Options	Nil								
If the securities are not fully paid ordinary securities: <ul style="list-style-type: none"> A summary of the material terms of the securities An explanation of why the type of security is being used The value the entity attributes to that security and its basis ASX Listing Rule 10.15.6	<p>A summary of the material terms of the Options is detailed in paragraph 3.2 and a summary of the Tinybeans Incentive Plan is set out in Schedule 3 to this Notice of General Meeting & Explanatory Statement.</p> <p>The Options are being issued in lieu of additional cash remuneration to incentivise Ms. Paterson, who is a Director of the Company, and aligns her personal interests with those of the Company's Shareholders.</p> <p>The Company attributes the fair value of the Options at \$21,962. Refer to Schedule 4 for further detail.</p>									
The date or dates on or by which the entity will issue the securities ASX Listing Rule 10.15.7	<p>It is proposed that Ms Zsofi Paterson (or her nominee) will be issued the Options on or about 29 January 2026 and in any event no later than 3 years from the General Meeting.</p>									
The price at which the entity will issue the securities ASX Listing Rule 10.15.8	<p>The Options will be issued to Ms Zsofi Paterson (or her nominee) for nil consideration, as part of her remuneration package.</p> <p>Accordingly, no funds will be raised from the issue of Options. However, if all of the Options are exercised prior to the expiry date, the Company will raise \$75,050 from the payment of the exercise prices of those Options.</p>									
A summary of the material terms of the scheme ASX Listing Rule 10.15.9	<p>A summary of the material terms of the Tinybeans Incentive Plan is set out in Schedule 3 to this Notice of General Meeting & Explanatory Statement.</p>									
A summary of the material terms of any loan that will be made to the person in relation to the acquisition ASX Listing Rule 10.15.10	<p>No loan will be provided in relation to the issue of the Options.</p>									
A statement as required under ASX Listing Rule 10.15 ASX Listing Rule 10.15.11	<p>Details of any Options issued under the Tinybeans Incentive Plan will be published in the annual report of the Company relating to the period in which they were issued, along with a statement that approval for the issue was obtained under ASX Listing Rule 10.14.</p> <p>Any additional persons covered by ASX Listing Rule 10.14 who become entitled to participate in an issue of Options under the Tinybeans Incentive Plan after Resolution 3 is approved and who were not named in the Notice of General Meeting will not participate until approval is obtained under that rule.</p>									
Voting exclusion statement	<p>A voting exclusion statement in respect of Resolution 3 is set out in the Notice of General Meeting.</p>									

ASX Listing Rule 10.15.12

3.7 Directors' recommendations and interests

The Directors (with Ms Zsofi Paterson abstaining) recommend that Shareholders vote in favour of this Resolution.

Resolution is an ordinary resolution and so requires the approval of more than 50% of the votes cast by Shareholders.

As set out in the notes to Resolution 3, a voting exclusion statement applies with respect to the voting on these Resolutions by certain persons connected to the Company.

The Chair of the Annual General Meeting intends to vote undirected proxies in favour of this Resolution.

Schedule 1 – Summary of the Asset Purchase Agreement

Keepsake Assets	The Keepsake Assets consist of the intellectual property in the platform software code, the Keepsake domain name, branding, trademarks, and other registered and unregistered intellectual property, all customer and commercial assets, namely the platform subscriber base and underlying subscriber data, all agreements with suppliers and distributors as necessary to run the Keepsake business, all technology and operational assets, certain employees and contractors and liabilities including employee and contractor liabilities, operating liabilities and customer related liabilities.
Purchase Price	<p>The purchase price for the Keepsake Assets is a maximum of US\$2,700,000 which is to be paid to Keepsake as follows:</p> <ul style="list-style-type: none"> (a) the issue of fully paid ordinary shares in the Company (Consideration Shares), with the number of Consideration Shares determined by dividing US\$1.2 million (A\$1,818,182)¹ by the 90-day VWAP ending on the day prior to completion, with a floor price of A\$0.09, resulting in a maximum of 20,202,022 Consideration Shares; and (b) the issue of 1,500,000 performance rights in the Company (Consideration Performance Rights) under the Performance Rights Deed, the terms of which are detailed at Schedule 2, <p>both of which are to be held subject to escrow on the terms of a Voluntary Escrow Deed to be entered into by the parties.</p>
Conditions	There are no conditions precedent to completion under the Asset Purchase Agreement.
Escrow	Under the Voluntary Escrow Deed, the Consideration Shares will be subject to 24-month voluntary escrow. The ordinary shares issued on conversion of the Consideration Performance Rights will be escrowed for a period of 12 months after the date on which those shares are issued to Keepsake.
Completion	The completion for the sale and purchase of the Keepsake Assets occurred on 14 November 2025.
Consideration Shares – issued on Completion	With respect to the Consideration Shares, the Company will be required to apply for quotation of the Consideration Shares on the ASX and release to the ASX a cleansing notice in relation to the Consideration Shares or, where the Company is unable to do so, lodging a prospectus with ASIC and do all things necessary to satisfy section 708(11) of the Corporations Act to ensure that an offer for sale of the Consideration Shares does not require disclosure to investors in writing.
Consideration Performance Rights – issued following Completion and subject to Shareholder approval	<p>The Company is required to obtain approval from its Shareholders at a general meeting for the issue of the Consideration Performance Rights to Keepsake, conditional on Completion, for the purposes of ASX Listing Rule 7.1. The general meeting is required to be held within 3 months following the announcement of the transaction or at such other date as agreed by the parties.</p> <p>If Shareholder approval is obtained, the Company is required to issue the Consideration Performance Rights to Keepsake within 10 business days, update the performance rights register, lodge an Appendix 3G with ASX, and deliver to Keepsake a holding statement.</p> <p>If Shareholder approval is not obtained, the Company is required to settle any Consideration Performance Rights that are satisfied in cash.</p>
Additional requirements	<p>As part of the transaction, the Company will be required to appoint Cliff Sirlin to the Board (subject to receipt of all required 'good fame and character' checks) on the later of Completion and immediately following the 2025 annual general meeting of the Company.</p> <p>In addition, Tinybeans USA Ltd will employ Tracy Cho, being the CEO of Keepsake.</p>
Representations and Warranties	The Asset Purchase Agreement includes standard representations, warranties and restraints from Keepsake customary for a transaction of this nature.

¹ FX Rate, being US\$1.00:A\$0.66

Indemnities and Limitation of Liability	The Asset Purchase Agreement includes standard indemnities, limitation of liability and restraint provisions customary for a transaction of this nature.
Recourse for agreed or determined liability	<p>Any agreed or determined liabilities of Qeepsake (including in respect of a claim) (Liability) can be satisfied, at the written election of either Qeepsake or Tinybeans USA Ltd in one of two ways:</p> <p>(a) as a sale or selective buy-back (at the written election of Tinybeans USA Ltd) of the Consideration Shares up to the amount of the Liability at the then market value of the Consideration Shares based on a 30 days VWAP of ordinary shares in Tinybeans USA Ltd ending on the date prior to the Liability being agreed or determined (End Date) and the exchange rate as at the End Date; or</p> <p>(b) otherwise satisfied in accordance with the terms of the Asset Purchase Agreement.</p>

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Schedule 2 – Terms of issue of the Consideration Performance Rights

Consideration Performance Rights	The performance rights (Consideration Performance Rights), once vested, are convertible into Shares in the Company with a maximum value of US\$1,500,000 which is equivalent to A\$2,272,727 (on the basis of the agreed FX Rate).					
FX Rate	US\$1.00:A\$0.66.					
Performance Conditions	<p>The Consideration Performance Rights are to be issued in one tranche to Qeepsake and will vest subject to Performance Conditions as detailed below.</p> <p>The vesting of the Consideration Performance Rights, and the number of Shares to be issued upon vesting, will be subject to the satisfaction of Performance Conditions as follows:</p>					
Performance Conditions	Further detail & period of calculation	Weighting of Performance Consideration	Apportioned Performance Consideration US\$	Pricing on Vesting	Floor Price	
Qeepsake Business Unit Financial Performance (Condition 1)	EBITDA Positive for the Calculation Period	33.3%	The equivalent of US\$500,000 (equivalent of A\$757,576 at the agreed FX Rate) worth of Shares (corresponding to a total 500,000 Consideration Performance Rights)	15% Discount to 90 Day VWAP ending on the final business day of the Calculation Period subject to the Floor Price.	A\$0.09	
Paid Subscribers of Qeepsake (Condition 2)	40,000 or more Paid Subscribers of Qeepsake at the Calculation Date	33.3%	The equivalent of US\$500,000 (equivalent of A\$757,576 at the agreed FX Rate) worth of Shares (corresponding to a total 500,000 Consideration Performance Rights)	15% Discount to 90 Day VWAP ending on the final business day of the Calculation Period subject to the Floor Price.	A\$0.09	
Total Qeepsake Business Unit Revenue (Condition 3)	US\$3,750,000 for the Calculation Period (or a pro-rata amount of the US\$3,750,000, in the event the Calculation Period ends earlier, than 30 September 2026)	33.3%	The equivalent of US\$500,000 (equivalent of A\$757,576 at the agreed FX Rate) worth of Shares (corresponding to a total 500,000 Consideration Performance Rights)	15% Discount to 90 Day VWAP ending on the final business day of the Calculation Period subject to the Floor Price.	A\$0.09	

	Subtotal: Performance Consideration		100%	The equivalent of US\$1,500,000 (equivalent of A\$ 2,272,727 at the agreed FX Rate) worth of Shares (corresponding to a total 1,500,000 Consideration Performance Rights)		
<p>The number of Shares to be issued to Qeepsake on vesting of the Consideration Performance Rights will be determined by dividing the Apportioned Performance Consideration attributable to the relevant Performance Condition(s) that have been satisfied during the Calculation Period by a 15% discount to the 90-day VWAP ending on the final business day of the Calculation Period, with a floor price of A\$0.09.</p> <p>The Calculation Period is the period commencing on 1 October 2025 and ending on the Calculation Date.</p> <p>The Calculation Date is the earlier of 30 September 2026 and the date the Company completes the migration of the Qeepsake subscribers onto the Tinybeans platform.</p> <p>Where one Performance Condition is satisfied but another is not, only the Consideration Performance Rights attributable to the Apportioned Performance Condition (as set out in the table above) for the specific Performance Condition that has been satisfied will become the vested portion which must be issued to Qeepsake in Shares and the balance of the Consideration Performance Rights would lapse as being unvested.</p> <p>By way of example, if Performance Condition 1 and Performance Condition 2 is satisfied, but Performance Condition 3 is not satisfied, then Qeepsake would receive a total of US\$1,000,000 in Apportioned Performance Consideration (equal to A\$1,515,152 on the basis of the agreed FX Rate) and the balance of the Consideration Performance Rights in the amount of US\$500,000 (equal to A\$757,576 on the basis of the FX Rate) would lapse. Assuming the 15% Discount to 90 Day VWAP to 30 September 2026 was \$0.09 (which is equivalent to the floor price in any event) and A\$1,515,152 is converted into Shares at A\$0.09 per Share, then a total of 16,835,022 Shares would be issued to Qeepsake.</p>						
<p>Cash settlement</p> <p>If the Company cannot issue Shares to Qeepsake then it will be required to settle the Consideration Performance Rights (that have been satisfied) in cash.</p>						
<p>Acceleration of Performance Conditions</p> <p>The satisfaction of the Performance Conditions will accelerate in a number of circumstances and, in such circumstances, the Performance Conditions will be taken to have been satisfied and 100% of the Apportioned Performance Condition (i.e. US\$1,500,000 worth of Shares (at the FX Rate)) will become immediately due and payable. Such acceleration provisions are as follows:</p> <ol style="list-style-type: none"> Change of control: The Company, Tinybeans USA Ltd or any holding company of Tinybeans USA Ltd undergoes a change of control. Sale of transfer of the Qeepsake Business Unit: Tinybeans USA Ltd, or any of its related bodies corporate, sells, transfers, assigns, licences or otherwise disposes of all or substantially all of the assets, operations, goodwill or intellectual property of the Qeepsake business. Cessation of Qeepsake Business Unit: Tinybeans USA Ltd, or any of its related bodies corporate, cease to carry on, or materially reduces, the manner of operation of the Qeepsake business such that the Qeepsake business is no longer carried on in the ordinary course consistent with past practice (except where it is beyond the reasonable control of Tinybeans USA Ltd or of its related bodies corporate). Material breach: The Company or Tinybeans USA Ltd commits a material breach of their obligations, relating to the conduct and operation of the Qeepsake business, that is intended to adversely affect Qeepsake's ability to receive the Apportioned Performance Consideration. Insolvency: The Company, Tinybeans USA Ltd or any holding company of Tinybeans USA Ltd becomes insolvent, has an administrator, receiver, manager or liquidator appointed, enters into any arrangement with its creditors, or ceases to carry on business. 						

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	<ul style="list-style-type: none">6. Separate accounts: Tinybeans USA Ltd fails to maintain separate and accurate books and records for the Qeepsake business.7. Cliff Sirlin Directorship: If Cliff Sirlin is not appointed as a director of the Company in the later of (a) following the Company's 2025 annual general meeting or (b) upon completion of the acquisition, or if Cliff Sirlin is removed as a director of the Company without Qeepsake's prior written consent.8. Unilateral variation: If there is a unilateral variation to the terms of issue of the Consideration Performance Rights that would prejudice Qeepsake's rights to be issued Shares under the terms of issue.
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Schedule 3 – Summary of Tinybeans Incentive Plan

Terms	Summary
Eligibility	<p>The Board has the discretion to determine which executives and employees are eligible to participate in the Incentive Plan (Eligible Employees). The definition of employee under the Incentive Plan includes any full-time or part-time employees and directors of the Company or a group company, being a body corporate that is a related body corporate of the Company, a body corporate that has voting power in the Company of not less than 20% or a body corporate in which the Company has voting power of not less than 20% (Group Company). The definition of director includes non-executive directors.</p>
Awards	<p>The awards available under the Incentive Plan include:</p> <ul style="list-style-type: none"> Options, which are rights to be issued a share upon payment of the price payable per share to exercise the option (or other award) (Exercise Price) and satisfaction of the conditions specified in the offer that must be satisfied before the Option (or other award) is no longer subject to forfeiture (Vesting Conditions); Performance Rights, which are rights to be issued a share for nil Exercise Price upon the satisfaction of Vesting Conditions specified in the offer; Service Rights, which are rights to be issued a share for nil Exercise Price upon the satisfaction of Vesting Conditions that relate only to the continued employment of the employee; Deferred Share Awards, which are shares issued to employees; Exempt Share Awards, which are shares issued for no consideration or at an issue price which is a discount to the market price with the intention that up to \$1,000 of the total value or discount received by each employee will be exempt from tax; Cash Rights, which are rights to be issued a cash payment for nil Exercise Price upon the satisfaction of Vesting Conditions specified in the offer; and Stock Appreciation Rights, which are rights designated as a stock appreciation right, (collectively, the Awards). A Participant is an Eligible Employee to whom Awards are offered to. <p>The Board has the discretion to set the terms and conditions on which it will offer Awards under the Incentive Plan. Awards issued under the Incentive Plan may be issued at no cost to Eligible Employees.</p>
Offer	<p>The Company can offer Awards to Eligible Employees (Offer).</p> <p>Each Offer must be in writing, include a blank application form (if acceptance is required) which will allow the Eligible Employee to provide its written acceptance of the Offer, and specify the following:</p> <ul style="list-style-type: none"> the name and address of the Eligible Employee to whom the Offer is made; the type of Awards being offered; the number of Awards being offered; the conditions on the Offer (Offer Conditions); the date on which the Company issues the Award to the Eligible Employee (Date of Grant); any Vesting Conditions; the price to be paid for the issue of a Share (Issue Price) and/or Exercise Price for the Awards; the fee payable on the grant of an Award (Fee) (if any); the date on which an Award lapses (Expiry Date) and the period commencing on the Date of Grant and ending on the Expiry Date (Term) (if any); any period during which Awards, or Shares issued on exercise of Awards, must not be sold or disposed of (Restriction Period); any other terms or conditions that the Board decides to include; and any other matters required to be specified in the Offer by either the Corporations Act or the Listing Rules. <p>The Eligible Employee can accept the Offer by completing and returning the application form which confirms their acceptance of the Offer (Application) and making or directing payment of the total amount payable for the Awards accepted under the Offer.</p>
Maximum number	An offer of Awards may only be made under the Incentive Plan if the aggregation of the

of Awards under the Incentive Plan	<p>following:</p> <ul style="list-style-type: none"> the number of shares that may be acquired on exercise or conversion of the Options, Performance Rights, Service Rights, Stock Appreciation Rights, or issued on issue of Deferred Share Awards or Exempt Share Awards; and the number of shares issuable if each outstanding Option, Performance Right, Service Right and Stock Appreciation Right were exercised and Deferred Share Award and Exempt Share Award were issued pursuant to the Incentive Plan or any other employee incentive scheme during the previous 3 years, <p>does not exceed 5% of the total number of Shares on issue at the time of the proposed issue. For the avoidance of doubt, the percentage detailed above excludes:</p> <ul style="list-style-type: none"> any Award issued under section 708 of the Corporations Act or to Participants lawfully made outside of Australia; any Awards that have lapsed without being exercised; and any Award where payment is not required from an Eligible Employee.
Vesting conditions	<p>The Board may determine that the Awards will be subject to conditions and, if so, will specify those Vesting Conditions in the offer to each Eligible Employee. The Board has discretion to define any Vesting Conditions, which may include conditions relating to continuous employment, performance of the Eligible Employee and/or the Company or the occurrence of specific events.</p> <p>Awards will vest to the extent that the applicable Vesting Conditions are satisfied, and the Board retains discretion to waive the satisfaction of the Vesting Conditions in certain approved circumstances.</p>
Rights attaching to Shares	<p>The Shares issued under the Incentive Plan will upon allotment:</p> <ul style="list-style-type: none"> be credited as fully paid; rank equally for dividends and other entitlements where the record date is on or after the date of allotment, but will carry no right to receive any dividend or entitlement where the record date is before the date of allotment; be subject to any restrictions imposed under the Incentive Plan; and otherwise rank equally with the existing issued Shares at the time of allotment.
Dividends	<p>A Participant will have a vested and indefeasible entitlement to any dividends declared and distributed by the Company on Shares allotted and issued, or transferred, by the Company to a Participant in respect of an Award (Plan Shares) which, at the books closing date for determining entitlement to those dividends, are standing to the account of the Participant.</p> <p>The Participant may participate in any dividend reinvestment plan operated by the Company in respect of Plan Shares held by the Participant and such participation must be in respect of all Plan Shares held by the Participant. Shares issue under any dividend reinvestment plan operated by the Company will not be subject to any restrictions on dealing.</p>
Voting rights	<p>A Participant may exercise any voting rights attaching to Plan Shares registered in the Participant's name.</p>
Quotation	<p>As soon as practicable after the date of the allotment of Shares, the Company will apply for official quotation of such Shares on the ASX.</p>
Ceasing employment	<p>On the occurrence of cessation of employment for any reason, the Board will determine, in its sole and absolute discretion, the manner in which all unvested and vested Awards will be dealt with, including the application of any clawback policy.</p>
Change of control	<p>If a change of control of the Company occurs, the Board will determine, in its sole and absolute discretion, the manner in which all unvested and vested Awards will be dealt with.</p>
Restrictions	<p>Without the prior approval of the Board, Awards may not be sold, transferred, mortgaged, pledged, charged, granted as security or otherwise disposed of during the Restriction Period.</p>
Pro rata bonus issues	<p>If the Company makes a pro rata bonus issue to holders of Awards or Shares in which a restriction on sale or disposal applies (Restricted Award), the Shares issued to Participants under the pro rata bonus issue will be subject to the balance of the Restriction Period that applied to the Restricted Award.</p>

Takeovers	If a takeover bid is made to acquire all of the issued Shares of the Company, or a scheme of arrangement, selective capital reduction or other transaction is initiated which has an effect similar to a full takeover bid for Shares in the Company, then Participants are entitled to accept the takeover bid or participate in the other transaction in respect of all or part of their Awards other than Exempt Share Awards notwithstanding that the Restriction Period in respect of such Awards has not expired.
Hedging unvested Awards	Participants must not enter into transactions or arrangements, including by way of derivatives or similar financial products, which limit the economic risk of holding unvested Awards.
Adjustments	<p>New issue of Shares: A Participant is not entitled to participate in a new issue of Shares or other securities made by the Company to holders of its Shares without exercising the Awards before the record date for the relevant issue.</p> <p>Bonus issues: If, prior to the exercise of an Award, the Company makes a pro-rata bonus issue to the holders of its Shares, and the Award is not exercised prior to the record date in respect of that bonus issue, the Award will, when exercised, entitle the holder to one Share plus the number of bonus shares which would have been issued to the holder if the Award had been exercised prior to the record date.</p> <p>Other reorganisations of capital: If, prior to the exercise of an Award, the Company undergoes a reorganisation of capital (other than by way of a bonus issue or issue for cash) the terms of the Awards of the Participant will be changed to the extent necessary to comply with the Listing Rules as they apply at the relevant time.</p>
Commencement, suspension, termination and amendment of the Incentive Plan	The Incentive Plan may be suspended, terminated or amended at any time by the Board, subject to any resolution of the Company required by the Listing Rules.

Schedule 4 – Valuation of the Options

The Options to be issued to Ms Zsofi Paterson pursuant to Resolution 3 have been valued using the Hull-White model for Employee Stock Option (ESO) Valuation.

The Options have been valued in accordance with Australian Accounting Standards Board (AASB) accounting standard AASB 2 Share-Based Payments.

Number of Options	790,000
Value per Option	A\$0.0278
Total Value	A\$21,962

Notes

The valuation has considered the following summary inputs:

1. The Options are subject to the vesting conditions set forth in Resolution 3, Section 3.2.
2. A share price of A\$0.100 has been applied based on the last traded price on 9 December 2025.
3. The options have an exercise price of A\$0.095.
4. The options expire on 31 March 2027.
5. Based on the historical share price movements, the Company had a volatility of 60% at the date of the valuation.
6. A risk free interest rate of 3.669% has been adopted, being the 2-year government bond rate.
7. It has been assumed no dividends will be distributed by the Company during the life of these Options.

If you are attending the Meeting in person, please bring this with you for Securityholder registration.

Tinybeans Group Ltd | ABN 46 168 481 614

Your proxy voting instruction must be received by **9:00am (AEDT) on Tuesday, 10 February 2026**, being **not later than 48 hours** before the commencement of the Meeting. Any Proxy Voting instructions received after that time will not be valid for the scheduled Meeting.

SUBMIT YOUR PROXY

Complete the form overleaf in accordance with the instructions set out below.

YOUR NAME AND ADDRESS

The name and address shown above is as it appears on the Company's share register. If this information is incorrect, and you have an Issuer Sponsored holding, you can update your address through the investor portal: <https://investor.automic.com.au/#/home> Shareholders sponsored by a broker should advise their broker of any changes.

STEP 1 - APPOINT A PROXY

If you wish to appoint someone other than the Chair of the Meeting as your proxy, please write the name of that Individual or body corporate. A proxy need not be a Shareholder of the Company. Otherwise if you leave this box blank, the Chair of the Meeting will be appointed as your proxy by default.

DEFAULT TO THE CHAIR OF THE MEETING

Any directed proxies that are not voted on a poll at the Meeting will default to the Chair of the Meeting, who is required to vote these proxies as directed. Any undirected proxies that default to the Chair of the Meeting will be voted according to the instructions set out in this Proxy Voting Form, including where the Resolutions are connected directly or indirectly with the remuneration of Key Management Personnel.

STEP 2 - VOTES ON ITEMS OF BUSINESS

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

APPOINTMENT OF SECOND PROXY

You may appoint up to two proxies. If you appoint two proxies, you should complete two separate Proxy Voting Forms and specify the percentage or number each proxy may exercise. If you do not specify a percentage or number, each proxy may exercise half the votes. You must return both Proxy Voting Forms together. If you require an additional Proxy Voting Form, contact Automic Registry Services.

SIGNING INSTRUCTIONS

Individual: Where the holding is in one name, the Shareholder must sign.

Joint holding: Where the holding is in more than one name, all Shareholders should sign.

Power of attorney: If you have not already lodged the power of attorney with the registry, please attach a certified photocopy of the power of attorney to this Proxy Voting Form when you return it.

Companies: To be signed in accordance with your Constitution. Please sign in the appropriate box which indicates the office held by you.

Email Address: Please provide your email address in the space provided.

By providing your email address, you elect to receive all communications despatched by the Company electronically (where legally permissible) such as a Notice of Meeting, Proxy Voting Form and Annual Report via email.

CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Meeting the appropriate 'Appointment of Corporate Representative' should be produced prior to admission. A form may be obtained from the Company's share registry online at <https://automicgroup.com.au>.

Lodging your Proxy Voting Form:

Online

Use your computer or smartphone to appoint a proxy at <https://investor.automic.com.au/#/loginsah> or scan the QR code below using your smartphone.

Login & Click on 'Meetings'. Use the Holder Number as shown at the top of this Proxy Voting Form.



BY MAIL:

Automic
GPO Box 5193
Sydney NSW 2001

IN PERSON:

Automic
Level 5, 126 Phillip Street
Sydney NSW 2000

BY EMAIL:

meetings@automicgroup.com.au

BY FACSIMILE:

+61 2 8583 3040

All enquiries to Automic:
WEBSITE:

<https://automicgroup.com.au>

PHONE:

1300 288 664 (Within Australia)

+61 2 9698 5414 (Overseas)

STEP 1 - How to vote

APPOINT A PROXY:

I/We being a Shareholder entitled to attend and vote at the General Meeting of Tinybeans Group Ltd, to be held at **9:00am (AEDT) on Thursday, 12 February 2026 at 24-26 Kent Street, Millers Point, NSW 2000** hereby:

Appoint the Chair of the Meeting (Chair) to vote in accordance with the following directions (or if no directions have been given, and subject to the relevant laws, as the Chair sees fit) at this meeting and at any adjournment thereof.

Please note: If you are not appointing the Chair of the Meeting as your proxy, please write in the box provided below the name of the person or body corporate you are appointing as your proxy. If the person so named is absent from the meeting, or if no person is named, the Chair will act on your behalf.

A horizontal timeline consisting of 24 numbered boxes. The boxes are white with black outlines. The 21st box and the 22nd box are filled with a light grey color, while all other boxes are white. This visual cue likely represents a two-day period or a specific time range within a larger sequence.

The Chair intends to vote undirected proxies in favour of all Resolutions in which the Chair is entitled to vote.

Unless indicated otherwise by marking the “for”, “against” or “abstain” box you will be authorising the Chair to vote in accordance with the Chair’s voting intention.

AUTHORITY FOR CHAIR TO VOTE UNDIRECTED PROXIES ON REMUNERATION RELATED RESOLUTIONS

Where I/we have appointed the Chair as my/our proxy (or where the Chair becomes my/our proxy by default), I/we expressly authorise the Chair to exercise my/our proxy on Resolution 3 (except where I/we have indicated a different voting intention below) even though Resolution 3 is connected directly or indirectly with the remuneration of a member of the Key Management Personnel, which includes the Chair.

STEP 2 - Your voting direction

Resolutions		For	Against	Abstain
1	Ratification of prior issue of Consideration Shares issued under ASX Listing Rule 7.1	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2	Authority to issue the Consideration Performance Rights under ASX Listing Rule 10.11	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3	Authority to grant the Options to a Related Party, Ms Zsófi Paterson, under ASX Listing Rule 10.14	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Please note: If you mark the abstain box for a particular Resolution, you are directing your proxy not to vote on that Resolution and your votes will not be counted in computing the required majority on a poll.

STEP 3 – Signatures and contact details

Individual or Securityholder 1

Sole Director and Sole Company Secretary
Contact Name:

Securityholder 2

Director

Securityholder 3

Director / Company Secretary

11. *What is the primary purpose of the U.S. Constitution?*

Email Address:

Want to know more? [Get in touch](#)

Contact Daytime Telephone

Date (DD/MM/YY)
/ / /

By providing your email address, you elect to receive all communications despatched by the Company electronically (where legally permissible).

<insert holder name>
<insert address>

14 January 2026

Upcoming General Meeting of Shareholders

Dear Shareholder,

Tinybeans Limited ACN 168 481 614 (ASX: TNY or “the **Company**”) advises that a General Meeting will be held at the offices of Traverse Accountants at 24-26 Kent Street, Millers Point, NSW on 12 February 2026 at 9:00 am (AEDT) (**Meeting**).

Notice of Meeting

The Notice of Meeting and Explanatory Memorandum (**Notice**) for the Meeting is available online and can be viewed and downloaded by shareholders of the Company (**Shareholders**) from the Company’s website at <https://investors.tinybeans.com> or the Company’s ASX market announcements platform at www.asx.com.au (ASX: TNY).

In accordance with sections 110C-110K of the *Corporations Act 2001* (Cth) (as inserted by the Treasury Laws Amendment (2021 Measures No.1) Act 2021 (Cth), Shareholders will not be sent a hard copy of the Notice or Proxy Form unless Shareholders have already notified the Company that they wish to receive documents such as the Notice and Proxy Form in hard copy.

Voting by Proxy

Online scan the QR code below using your smartphone	Lodge the Proxy Form online at https://investor.automic.com.au/#/loginsah by following the instructions: <ol style="list-style-type: none">1. Login to the Automic website using the holding details as shown on your holding statement.2. Click on ‘View Meetings’ – ‘Vote’. <p>To use the online lodgment facility, Shareholders will need their holder number (Securityholder Reference Number (SRN) or Holder Identification Number (HIN)) as shown at the top of your holding statement. For the online proxy lodgment process, or if you require a hard copy Proxy Form, please contact the Registry, Automic Registry Services (Automic), at hello@automicgroup.com.au or via phone on 1300 288 664 (within Australia) or +61 2 9698 5414 (overseas).</p>
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Shareholder queries in relation to the Meeting

Shareholders can contact the Company Secretary with any questions prior to the meeting via email at adam.gallagher@tinybeans.com.

Copies of all Meeting related material, including the Notice and the Company’s Annual Report, are available to download from the Company’s website and the Company’s ASX market announcements platform. In the event it is necessary or appropriate for the Company to make alternative arrangements for the Meeting, information will be provided to Shareholders via the ASX and the Company’s website.

Authorised for ASX release by the Company Secretary.