

Prospectus

Thrive Tribe Technologies Limited (ACN 600 717 539) (ASX: 1TT)

For an offer of up to 1,500,000,000 options, on the basis of one (1) free attaching option for every two (2) Shares issued to Placement Participants under the Initial Placement exercisable at A\$0.003 per New Option and expiring at 5:00pm (AEST) on 15 June 2029 (**Offer**).

All New Options are being offered for nil consideration, and on the terms set out in Section 5.

The Offer is not open to the general public.

The Offer is not underwritten.

IMPORTANT NOTICE

This document is important and should be read in its entirety.

If, after reading this Prospectus, you have any questions about the Securities being offered under this Prospectus or any other matter relating to the Offer, then you should consult your professional adviser. The Securities offered by this Prospectus are considered to be speculative.

This is a transaction-specific prospectus issued in accordance with section 713 of the Corporations Act 2001 (Cth).

This Prospectus may not be released to US wire services nor distributed in the United States.

IMPORTANT INFORMATION

KEY DETAILS FOR THE OFFER

Key details of the Offer	
Who can participate in the Offer?	Placement Participants
Issue price per New Option	Nil
Exercise Price per New Option	\$0.003
Expiry Date for New Options	5:00pm (AEST) on 15 June 2029
Maximum number of New Options to be issued	Approximately 1,500,000,000
Maximum proceeds from the Offer	No proceeds will be made from the issue of the New Options because the Offer is being made for nil consideration. However, proceeds will be raised from the exercise of each New Option, if and when such New Option is exercised by the acquirer.

INDICATIVE TIMETABLE¹

Event	Date
Notice of extraordinary general meeting to approve issue of New Options	Thursday, 23 April 2026
Date of extraordinary general meeting approving issue of New Options	Monday, 25 May 2026 (9:30am (AEST))
Announcement on Offer	Tuesday, 26 May 2026
Lodgement of Prospectus with ASIC and ASX Lodgement of Appendix 3B with ASX Target Market Determination	Thursday, 11 June 2026
Opening date of Offer	Thursday, 11 June 2026
Closing date of Offer	Monday, 15 June 2026 (10:00am (AEST))
Expected date for issue of New Options and lodgement of Appendix 2A with ASX	Monday, 15 June 2026 (after 10:00am (AEST))
Proposed date for quotation of New Options on ASX ²	Tuesday, 16 June 2026

¹ These dates are indicative only and subject to change. All dates and times referenced are to Australian Eastern Standard Time (AEST). The Company reserves the right, subject to the Corporations Act and the Listing Rules, to extend these dates without prior notice, or to withdraw the Offer at any time without prior notice.

² Quotation of the New Options is subject to the Company being able to satisfy the ASX of the quotation requirements set out in Chapter 2 of the Listing Rules. If the Company does not satisfy the requirements, the Company will withdraw the application for official quotation in respect of the New Options, and the New Options will not be quoted and will remain unlisted, until such time as the Company can satisfy the requirements under the Listing Rules, the ASX does not grant permission for quotation of the New Options within three (3) months after the date of this Prospectus (or any later date permitted by law), none of the New Options will be issued and if any have been issued, the issue will be void in accordance with section 723 of the Corporations Act, unless ASIC grants an exemption permitting the issue.

IMPORTANT NOTICE

1 Prospectus

This prospectus is dated 11 June 2026 (**Prospectus**) and has been lodged with ASIC and ASX on that same date.

No New Options will be issued on the basis of this Prospectus any later than 13 months after the date of issue of this Prospectus.

Neither ASIC, the ASX nor their respective officers take any responsibility as to the contents of this Prospectus or the merits of the Securities to which this Prospectus relates.

This Prospectus is a transaction specific prospectus for the offer of options to acquire continuously quoted securities and has been prepared in accordance with section 713 of the Corporations Act.

This Prospectus does not contain the same level of disclosure as a prospectus prepared pursuant to section 710 of the Corporations Act for an initial public offering. In making representations in this Prospectus, regard has been had to the fact that Thrive Tribe Technologies Limited (ACN 600 717 539) (**Company**) is a disclosing entity for the purposes of the Corporations Act and certain matters may reasonably be expected to be known to investors and professional advisers whom potential investors may consult. This Prospectus is intended to be read in conjunction with the publicly available information in relation to the Company which has been notified to ASX.

2 No Investment Advice

The information provided in this Prospectus is not investment or financial product advice and does not consider your particular investment objectives, financial situation or particular needs or circumstances. This Prospectus should not be construed as financial, taxation, legal or other advice.

If you are in any doubt about the contents of this document, you should obtain independent professional advice from your accountant, financial advisor, stockbroker, lawyer or other professional adviser.

This Prospectus is only relevant for Placement Participants with respect to the New Options and should not be used for any other purpose.

3 Disclaimer

The information contained in this Prospectus is not investment advice. Before deciding to invest in the Company, you should read and understand the entire Prospectus and, in particular, in considering the prospects of the Company, you should consider the risk factors that could affect the Company's performance. You should carefully consider these risk factors in light of your personal circumstances (including financial and taxation issues) and seek advice from your professional adviser before deciding to invest. Investing in the Company involves risks, including those risk factors set out in Section 6 of this Prospectus.

None of the Company, the Directors or any other person gives any guarantee as to the success of the Company, the repayment of capital, the payment of dividends or the future value of the New Options or the Shares issued on the exercise of the New Options.

This Prospectus includes information regarding the past performance of the Company. Investors should be aware that any reference to past performance of the Company is no guarantee, and should not be relied upon as being indicative, of future performance.

4 No representations other than this Prospectus

No person or entity is authorised to give any information or to make any representation in connection with the Offer that is not contained in this Prospectus or has not been released to ASX with the authorisation of the Company. Any information or representation not so contained may not be relied on as having been authorised by the Company in connection with the Offer. Neither the Company nor any other person warrants the future performance of the Company or any return on any investment made under this Prospectus, except as required by law and then, only to the extent so required.

5 Forward looking statements and information

Certain statements contained in this Prospectus, are or may be considered forward-looking statements. Such forward-looking statements are necessarily based upon a number of estimates and assumptions that, while considered reasonable by the Company are inherently subject to significant technical, business, economic, competitive, political and social uncertainties and contingencies; involve known and unknown risks and uncertainties and other factors that could cause actual events or results to differ materially from estimated or anticipated events or results, expressed or implied, reflected in such forward-looking statements; and may include, among other things, statements regarding targets, estimates and assumptions in respect of production and prices, operating costs and results, capital expenditures, reserves and resources and anticipated flow rates, and are or may be based on assumptions and estimates related to future technical, economic, market, political, social and other conditions and affected by the risk of further changes in government regulations, policies or legislation and that further funding may be required, but unavailable, for the ongoing development of the Company's projects.

The Company disclaims any intent or obligation to update any forward-looking statements, whether as a result of new information, future events or results or otherwise. The words "believe", "expect", "anticipate", "indicate", "contemplate", "target", "plan", "intends", "continue", "budget", "estimate", "may", "will", "schedule" and similar expressions identify forward-looking statements. All forward-looking statements made in this announcement are qualified by the foregoing cautionary statements. Investors are cautioned that forward-looking statements are not guarantees of future performance and accordingly investors are cautioned not to put undue reliance on forward-looking statements due to the inherent uncertainty therein.

The Company does not undertake to update any forward-looking information, except in accordance with applicable securities laws.

6 Target Market Determination

In accordance with the design and distribution obligations under the Corporations Act, the Company has determined the target market for the Offer of New Options issued under this Prospectus. The Company will only distribute this Prospectus to those investors who fall within the target market determination (TMD) which is available at <https://www.thrivetribe.tech.com.au/>.

7 Privacy

If you return an Exercise Notice in respect of the New Options, you will be providing personal information (which includes your name, address, telephone number, email address, details of your New Options or shareholding, including any joint holders, and your request to exercise the New Options) to the Company (directly or by the Company's Share Registry). The Company collects, holds and uses that information for the purposes of processing the Exercise Notice, servicing your needs as a Shareholder (or holder of Securities in the Company), facilitating distribution payments and corporate communications to you as a Shareholder (or holder of Securities in the Company) and carrying out administration.

The information may also be used from time to time and disclosed for purposes related to Shareholders' investments (or the investments of holders of Securities in the Company) to the Company's agents and service providers, such as:

- (i) to persons inspecting the register, bidders for your Securities in the context of takeovers, regulatory bodies, including the Australian Taxation Office, authorised securities brokers, print service providers, mail houses and the Company's Share Registry;
- (ii) the Share Registry for ongoing administration of the shareholder register;
- (iii) printers and other companies for the purpose of preparation and distribution of statements and for handling mail; and
- (iv) legal and accounting firms, auditors, contractors, consultants and other advisers for the purpose of administering and advising on the New Options and for associated actions.

The Company complies with its legal obligations under the *Privacy Act 1988* (Cth).

You can access, correct and update the personal information that we hold about you. Please contact the Company or its Share Registry if you wish to do so at the relevant contact details set out in this Prospectus.

Collection, maintenance and disclosure of certain personal information is governed by legislation including the *Privacy Act 1988* (Cth) (as amended), the Corporations Act and certain rules such as the ASX Settlement Operating Rules. You should note that if you do not provide the information required on the Exercise Notice, the Company may not be able to accept or process the exercise of your New Options.

8 Offer Restrictions

This Prospectus and any Application Form does not constitute an offer of New Options in any place or jurisdiction in which it would be unlawful or to any person to whom it would be unlawful to make such an offer or to issue this Prospectus. The distribution of this Prospectus and any Application Form (including electronic copies) in jurisdictions outside Australia may be restricted by law and therefore persons into whose possession this Prospectus comes should seek advice on and observe any such restrictions. Any failure to comply with these restrictions may constitute a violation of applicable securities laws. No action has been taken to lodge this Prospectus in any jurisdiction outside of Australia or to otherwise permit a public offering of New Options in any jurisdiction outside of Australia.

Shareholders resident in New Zealand

The Company is issuing New Options for no consideration to Placement Participants.

This Prospectus has been prepared in compliance with Australian law and has not been registered, filed with or approved by any New Zealand regulatory authority under the Financial Markets Conduct Act 2013. This Prospectus is not a product disclosure statement under New Zealand law and is not required to, and may not, contain all the information that a product disclosure statement under New Zealand law is required to contain.

Shareholders resident in Malaysia

No approval from, or recognition by, the Securities Commission of Malaysia has been or will be obtained in relation to the offer of New Options. The New Options may not be offered, sold or issued in Malaysia except to existing Shareholders of the Company who are Placement Participants.

9 Prospectus availability

A copy of this Prospectus is available for inspection at the registered office of the Company at MLC Centre, Level 57, 19-29 Martin Place, Sydney NSW 2000, during normal business hours, and can be downloaded from the Company's website at <https://www.thrivetribe.tech.com.au/>, or the ASX website, www.asx.com.au under the Company's code "1TT".

Placement Participants having received a copy of this Prospectus in its electronic form may obtain an additional paper copy of this Prospectus (free of charge) from the Company's registered office by contacting the Company. Placement Participants who access the electronic version of this Prospectus together with details on how to access an Application Form, should ensure they download and read the entire Prospectus accompanied by the Application Form. The Offer contemplated by this Prospectus is only available in electronic form to persons receiving an electronic version of this Prospectus within Australia, or subject to certain restrictions, New Zealand and Malaysia.

The Company reserves the right not to accept an Application from a person if it has reason to believe that when the person was given access to the Application Form, it was not provided together with the electronic Prospectus and any relevant supplementary prospectus or any of those documents were incomplete or altered.

Any references to documents located on the Company's website are provided for convenience only, and none of the documents or other information on the Company's website are incorporated by reference into this Prospectus.

10 Rounding

Any discrepancies between totals and sums and components in tables contained in this Prospectus are due to rounding.

11 Definitions and glossary, financial amounts and time

Definitions of certain terms used in this Prospectus are contained in Section 9. Unless otherwise indicated, all references to currency are to Australian dollars and all references to time are to Australian Eastern Standard Time, unless otherwise stated.

12 Enquiries

If you have questions in relation to this Prospectus or the Offer, please contact the Share Registry:

- by calling 1300 737 760 (in Australia) or +61 2 9290 9600 (outside Australia); or
- by email to the following address: enquiries@boardroomlimited.com.au

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1 OVERVIEW OF THE OFFER

This Section is intended to highlight key information for potential investors. It is an overview only and should be read in conjunction with the more detailed information appearing elsewhere in this Prospectus. Investors should read and consider this Prospectus in its entirety.

Question	Response	Where to find more information
What is the Offer being made under this Prospectus?	<p>The New Options are offered pursuant to this Prospectus to Placement Participants for nil consideration, exercisable at \$0.003 per New Option and expiring at 5:00pm (AEST) on 15 June 2029.</p> <p>Further details of the terms of the New Options are set out in Section 5 below.</p>	<p>Section 2.1 Section 5</p>
What is the purpose of the Offer and how will the Company use the funds raised?	<p>The New Options are issued for nil cash consideration and therefore no funds will be raised from the issue of the New Options.</p> <p>The Company will receive \$0.003 for each New Option exercised. If all New Options are issued and exercised, the Company will receive approximately \$4,500,000 (before costs). There is no certainty that any of the New Options will be exercised, and exercise of the New Options is likely to occur progressively during the Exercise Period.</p> <p>However, funds raised from the exercise of the New Options are intended to be applied to general working capital, costs of the Offer, and the commercialisation and redeployment of the Company's legacy WooBoard and Reffind HR and remote-working enterprise software suite, with a particular focus on enterprise, government and defence-related workforce application.</p> <p>The application of funds raised from the exercise of the New Options will depend on when the New Options are exercised and the status of the Company's projects and requirements at the relevant time.</p>	Section 2.5
Has Shareholder approval been obtained?	<p>The issue of the New Options under the Offer is conditional on the Company obtaining Shareholder approval.</p> <p>The Company obtained Shareholder approval to issue the New Options at its extraordinary general meeting held on 25 May 2026.</p>	Section 2.2
Can I sell or transfer my Entitlements?	No. The Offer is non-renounceable. Accordingly, you cannot offer to sell or transfer your Entitlement to receive New Options under the Offer.	Section 2.6
Can I sell or transfer my New Options?	Subject to meeting the ASX's minimum eligibility criteria for quotation, the Company intends to seek quotation of the New Options, and at such time, the New Options, once quoted, shall be transferable. Until such time, however, the New Options will remain unquoted and non-transferable.	Section 2.7
Who is eligible to participate in the Offer?	<p>There is no general public offer of New Options under this Prospectus.</p> <p>Only Placement Participants are eligible to participate in the Offer.</p>	Section 2.10
Is the Offer underwritten?	No, the Offer is not underwritten.	Section 2.11
How do I participate in the Offer?	Placement Participants can take up all of their Entitlement or some of their Entitlement, with details on how to complete the Application Form for New Options set out in Section 2.12. Applications must be received by the Company prior to 5:00pm (AEST) on the Closing Date.	Section 2.12
Will the New Options be	Yes, it is intended that the New Options will be quoted on ASX, subject to meeting the ASX's minimum eligibility criteria for the quotation of	Section 2.15

Question	Response	Where to find more information
quoted?	<p>options.</p> <p>If the New Options meet the ASX's eligibility criteria for the quotation the Company will make an application for quotation with the ASX within 7 days after the date of the Prospectus.</p> <p>If the ASX does not grant permission for quotation of the New Options within three (3) months after the date of this Prospectus (or any later date permitted by law), none of the New Options will be issued and if any have been issued, the issue will be void in accordance with section 723 of the Corporations Act, unless ASIC grants an exemption permitting the issue.</p>	
Is there a minimum or maximum subscription?	<p>There is no minimum subscription under the Offer.</p> <p>Under the Offer, the Company will not issue New Options in excess of the Entitlement to New Options as set out in this Prospectus.</p>	Section 2.19
What is the effect of the Offer?	<p>It is not expected that the Offer will have any effect on the control of the Company.</p> <p>The effect of the Offer of New Options on the capital structure is to increase the existing Options on issue by up to 1,500,000,000 options. Refer to Section 3 for further details on the effect of the Offer.</p>	Section 3
Are Directors participating in the Offer?	<p>None of the Directors are Placement Participants and they are not participating in the Offer.</p>	Section 7.5
Risk Factors	<p>There are many risks associated with the acquisition of New Options in the Company, including those relating to the Company's business, regulatory environment and financial requirements generally.</p> <p>Refer to Section 6 for a detailed description of some of these risk factors.</p>	Section 6
How can I obtain further information?	<p>If you have questions in relation to the Offer, please contact the Share Registry:</p> <ul style="list-style-type: none"> • by calling 1300 737 760 (in Australia) or +61 2 9290 9600 (outside Australia); or • by email to the following address: enquiries@boardroomlimited.com.au 	-

2 DETAILS OF THE OFFER

2.1 The Offer

At the Company's last extraordinary general meeting held on 25 May 2026, the Company received approval to raise \$3,000,000 before costs (**Initial Placement**) from the issue to Sophisticated and Professional Investors (**Placement Participants**) of:

- (a) 3,000,000,000 Shares, under Resolution 5 at the last extraordinary general meeting. On 3 June 2026, these 3,000,000,000 Shares were issued to Placement Participants for an issue price of \$0.001 per Share.
- (b) 1,500,000,000 free attaching options (**New Options**), under Resolution 6 at the last extraordinary general meeting. By this Prospectus, the Company is making the Offer for New Options, by invitation only, to the Placement Participants.

Each New Option will be exercisable at \$0.003 per New Option on or before 5:00pm (AEST) on 15 June 2029.

The New Options will be offered on a free attaching basis to the Placement Shares and no consideration will be payable. No funds will be raised as a result of the issue of the New Options, however, proceeds will be raised from the exercise of each New Option, if and when such New Option is exercised by the holder of the New Option.

As announced to the ASX on 26 May 2026, the Company advised it received firm commitments from Placement Participants to raise a total of \$4,000,000 before costs. This capital raise comprises of \$3,000,000 per the Initial Placement as described above, and an additional placement of \$1,000,000 through the issue of an additional 1,000,000,000 Shares together with 500,000,000 free-attaching options on the same terms as the Initial Placement (**Additional Placement**). The Additional Placement is not the subject of this Prospectus and will require Shareholder approval.

The Company engaged Clee Capital as lead manager and broker to assist with the Initial Placement and Additional Placement. In consideration for these services, the Company agreed to pay a fee of \$240,000 plus GST to the Lead Manager (being an amount equal to 6% plus GST of the funds raised under the Placement). The Company also agreed to issue a total of up to 1,500,000,000 options to the Lead Manager. These options are not the subject of this Prospectus and will require Shareholder approval. Refer to Section 7.6 for further details on the agreements between the Company and the Lead Manager.

The Offer is not open to the general public and a copy of this Prospectus together with instructions on how to access the electronic Application Form to apply for New Options will only be provided to the Placement Participants. Refer to Section 2.12 for further details on how Placement Participants can apply for New Options.

Where the determination of the Entitlement of any Placement Participant for New Options would result in a fraction of a New Option, such fraction will be rounded up to the nearest whole New Option.

All of the Shares issued upon exercise of the New Options will rank equally with the Shares on issue at the date of this Prospectus. Please refer to Section 4 for further information regarding the rights and liabilities attaching to the underlying Shares issued upon exercise of the New Options. The terms and conditions of the New Options to be issued pursuant to the Offer are detailed in Section 5.

2.2 Conditional Offer

The issue of the New Options is subject to Shareholder approval under ASX Listing Rule 7.1.

The Company obtained Shareholder approval for the issue of the New Options at an extraordinary general meeting held on 25 May 2026.

2.3 Purpose of this Prospectus

The offer of Shares under the Initial Placement can take place without the use of a prospectus. Issuing the New Options under this Prospectus will enable persons who are issued the New

Options to on-sell the Shares issued on exercise of the New Options without the need for any further disclosure under a prospectus or otherwise due to the operation of *ASIC Corporations (Sale Offers That Do Not Need Disclosure) Instrument 2026/94* which provides relief from the on-sale restrictions set out in section 707(3) of the Corporations Act.

The purpose of this Prospectus is to:

- (a) make the Offer;
- (b) subject to official quotation of the New Options being granted by the ASX, facilitate any potential secondary trading of New Options and to enable persons who are issued the New Options to on-sell the New Options within 12 months of their issue; and
- (c) ensure that the on-sale of the Shares issued on exercise of the New Options does not breach section 707(3) of the Corporations Act.

2.4 Overseas shareholders

Applicable laws may restrict the distribution of this Prospectus outside of Australia. Neither the Prospectus or any Application Form, constitutes an offer of New Options in any place or jurisdiction in which it would be unlawful or to any person to whom it would be unlawful to make such an offer or to issue this Prospectus or New Options under the Offer.

The distribution of this Prospectus and accompanying Application Form (including electronic copies) in jurisdictions outside Australia may be restricted by law and persons who come into possession of this Prospectus should seek advice on and observe any such restrictions. Any failure to comply with such restrictions may constitute a violation of applicable securities laws. No action has been taken to register or qualify the securities the subject of this Prospectus or otherwise permit a public offering of securities the subject of this Prospectus in any jurisdiction outside of Australia.

2.5 Purpose of the Offer and use of funds

The Offer is an opportunity for Placement Participants to further participate in the development of the Company, and will provide the Company with a potential source of additional capital if the New Options are exercised.

No funds will be raised from the issue of the New Options as they are being offered for nil consideration.

The Company will receive \$0.003 for each New Option exercised. If all New Options under the Offer are issued and exercised, the Company will receive approximately \$4,500,000 (before costs). There is no certainty that any of the New Options will be exercised.

Funds raised from the exercise of the New Options under the Offer are intended to be applied to fund general working capital, the costs of the Offer, and the commercialisation and redeployment of the Company's legacy WooBoard and Reffind HR and remote-working enterprise software suite, with a particular focus on enterprise, government and defence-related workforce application. Please refer to the Company's ASX Announcement on 26 May 2026 for further details.

The above is a statement of current intentions at the date of this Prospectus. Intervening events and new circumstances have the potential to affect the manner in which the funds are ultimately applied. The Board reserves the right to alter the way the funds are applied on this basis.

2.6 Transfer of entitlements under the Offer

The Offer is non-renounceable and therefore Placement Participants cannot offer to sell or transfer any of their Entitlement to participate in the Offer on ASX or via an off-market transfer (or any other exchange or private transfer).

2.7 Transfer of New Options

The New Options will be transferable subject to (i) meeting the ASX's minimum eligibility criteria for quotation (and actually being quoted, which cannot be guaranteed), (ii) the terms of the Corporations Act and the Listing Rules and (iii) any restriction or escrow arrangements imposed by ASX or under applicable Australian securities laws.

2.8 **Opening Date and Closing Date**

The Company will accept valid Applications in respect of the Offer from Placement Participants from the Opening Date until 5 the Closing Date or such other date as the Directors in their sole discretion determine.

The Company reserves the right, subject to the Corporations Act and the Listing Rules, to vary the Closing Date of the Offer without prior notice. If a closing date is varied, subsequent dates may also be varied accordingly.

2.9 **Issue Date**

It is expected that New Options will be issued on 15 June 2026, however, this is subject to change.

Holding statements for the New Options issued under the Offer will be despatched as soon as practicable after their issue.

2.10 **No general public offer**

There is no general public offer of New Options under this Prospectus.

Only Placement Participants are eligible to participate in the Offer. This Prospectus will be sent to Placement Participants only.

2.11 **No underwriting**

The Offer is not underwritten.

2.12 **Application for New Options**

The Prospectus, together with the Application Forms, will be sent to Placement Participants only. Placement Participants who have elected to receive communication electronically will be sent a link to access the Prospectus and the Application Form.

Completed Applications must be submitted to the Share Registry and received by the Company by the Closing Date.

Applications must comply with this Prospectus and the instructions on the Application Form. If the Application Form is not completed correctly, the Company may determine in its sole discretion the validity of such an Application Form, and the Directors' decision as to whether treat the acceptance as valid and how to construe, amend or complete any Application Form is final.

Placement Participants are not required to make any payment for the New Options as they are issued for nil consideration pursuant to the terms of this Prospectus.

An Application is an offer by the Applicant to the Company to apply for the amount of New Options specified in the Application, or any lesser number of New Options as determined by the Company, on the terms set out in this Prospectus. The Company's decision on the number of New Options to be issued to an Applicant under the Offer will be final.

Acceptance of a completed Application Form by the Company creates a legally binding contract between the Applicant and the Company for the issue of the New Options specified in the Application Form (or such number as determined by the Company in its sole discretion).

2.13 **CHESS**

The Company participates in the Clearing House Electronic Sub-register System, known as CHESS. ASX Settlement Pty Limited, a wholly owned subsidiary of ASX, operates CHESS in accordance with the Listing Rules and the ASX Settlement Operating Rules.

Under CHESS, the Company does not issue certificates to investors. Instead, security holders will receive a statement of their holdings in the Company, including New Options issued under this Prospectus. If an investor is broker sponsored, ASX Settlement Pty Limited will send you a CHESS statement.

The CHESS statement will specify the number of New Options issued under this Prospectus, provide details of your holder identification number, the participant identification number of the sponsor and the terms and conditions applicable to the New Options.

If you are registered on the issuer sponsored sub-register, your statement will be despatched by the Share Registry and will contain the number of New Options issued to you under this Prospectus and your security holder reference number.

A CHESS statement or issuer sponsored statement will routinely be sent to holders at the end of any calendar month during which the balance of their holding changes. New Option holders may request a statement at any other time, however, a charge may be made for additional statements.

2.14 **Custodians, trustees and nominees**

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

If any nominee or custodian is acting on behalf of a foreign person, that holder, in dealing with its beneficiary, will need to assess whether indirect participation by the beneficiary in the Offer is compatible with applicable foreign laws.

2.15 **ASX Quotation**

Subject to meeting the ASX's minimum eligibility criteria for quotation, the Company intends to seek quotation of the New Options, and at such time, the New Options, once quoted, shall be transferable. If the New Options do not meet the ASX's eligibility criteria for the quotation of options at the time of issue, the New Options may remain unquoted and non-transferable until such time as the ASX's minimum eligibility criteria can be met.

If the New Options meet the ASX's eligibility criteria for the quotation the Company will make an application for quotation with the ASX within 7 days after the date of the Prospectus.

If the ASX does not grant permission for quotation of the New Options within three (3) months after the date of this Prospectus (or any later date permitted by law), none of the New Options will be issued and if any have been issued, the issue will be void in accordance with section 723 of the Corporations Act, unless ASIC grants an exemption permitting the issue.

ASX takes no responsibility for the contents of this Prospectus. The fact that ASX may grant official quotation is not to be taken in any way as an indication of the merits of the Company or the New Options.

2.16 **Rights and liability attaching to Shares and New Options**

The Shares issued on the exercise of the New Options will be on a fully paid basis and will rank equally in all respects with existing Shares. Full details of the rights and liabilities attaching to Shares are set out in the Company's Constitution, a copy of which may be downloaded from the Company's website at <https://www.thrivetribetech.com.au/>, or is available for inspection at the Company's registered office during normal business hours.

A summary of the important rights attaching to the Shares is contained in Section 4.1 of this Prospectus. The terms and conditions of the New Options are described in Section 5.

2.17 **Acknowledgements**

By completing and returning your Application Form, you will also be deemed to have:

- (a) represented and warranted you are a Placement Participant;
- (b) represented and warranted on behalf of yourself or each person on whose account you are acting that the law in your place of residence and/or where you have been given the Prospectus, does not prohibit you from being given the Prospectus;
- (c) agreed to be bound by the Option Terms;

- For personal use only
- (d) acknowledged that the information contained in, or accompanying, the Prospectus is not investment or financial product advice or a recommendation that the New Options are suitable for you given your investment objectives, financial situation or particular needs; and
 - (e) acknowledged that the New Options offered under this Prospectus have not, and will not be, registered under the securities laws in any other jurisdictions outside Australia.

2.18 **Brokerage and Stamp Duty Costs**

No brokerage or stamp duty is payable by Placement Participants on the issue or exercise of New Options under this Prospectus.

2.19 **Minimum and Maximum Subscription**

There is no minimum subscription under the Offer.

No person may apply for, and the Company will not issue, New Options in excess of the person's Entitlement to New Options.

3 EFFECT OF THE OFFER

3.1 Effect of the Offer on the capital structure of the Company

The principal and immediate effect of the Offer, assuming all New Options offered under this Prospectus are issued, will be to increase the number of options currently on issue by up to approximately 1,500,000,000 options. The Company intends to apply for (but cannot guarantee) quotation of the New Options.

There will be no change to the number of Shares expected to be on issue as at 8:00am (AEST) on the date of this Prospectus. However, assuming that no further Shares are issued and none of the existing options are converted, the effect of the Offer on the Company's capital structure is set out below:

(a) Shares

Shares on issue at the date of this Prospectus	4,753,076,443
Shares offered pursuant to the Offer	0
Total Shares on issue after completion of the Offer¹	4,753,076,443

Notes:

1. If all New Options which may be issued under the Offer are exercised a further 1,500,000,000 Shares will be issued (assuming that no Shares are issued prior to the Record Date, including on exercise or conversion of Securities on issue). This number may vary due to rounding of entitlements under the Offer. If no New Options are exercised prior to the Expiry Date, there will be no change to the number of Shares currently on issue as a result of the Offer.

(b) Options

Existing quoted options on issue as at the date of this Prospectus ¹	116,869,517
Existing unquoted options on issue at the date of this Prospectus ²	41,250,000
Maximum New Options available for issue under the Offer ²	1,500,000,000
Total options on issue at completion of the Offer²	1,658,119,517

Notes:

1. Comprising of 116,869,517 options under ASX code 1TTO exercisable at \$0.003 and expiring on 15 June 2029. These options were issued on 2 June 2026.
2. Comprising of the following unquoted securities:

Description	Number of options
Options expiring 28 Jan 2029 with an exercise price of \$0.002	20,000,000
Options expiring 30 Sep 2027 with an exercise price of \$0.12	500,000
Options expiring 26 Feb 2029 with an exercise price of \$0.002	10,000,000
Options expiring 26 Feb 2029 with an exercise price of \$0.005	10,000,000
Options expiring 15 Dec 2026 with an exercise price of \$2.00	750,000

3.2 Potential effect on control of the Company

The issue of the New Options themselves will have no effect on the control (as defined by section 50AA of the Corporations Act) of the Company. No investor or existing Shareholder will have a

Voting Power greater than 12.12% as a result of the completion of the Offer and the exercise of any New Options issued under the Offer.

There will be no change to any Shareholders' Voting Power as a result of the issue of New Options. Where New Options are exercised into Shares, the Voting Power of the Shareholders who exercise the New Options will increase. The likelihood of New Options being exercised is dependent on the price of the Shares from time to time until the New Options expire.

The maximum number of New Options proposed to be issued under the Offer is 1,500,000,000 options. If all the New Options are exercised and the underlying Shares issued, the Shares issued on exercise will represent approximately 23.99% of the Shares on issue following completion of the Offer (assuming no Shares are issued or convertible Securities exercised or converted into Shares prior to the issue of the New Options).

3.3 Financial effect of the Offer

The New Options to be issued pursuant to this Prospectus will be issued for nil consideration. Accordingly, there will be no immediate effect on the Company's balance sheet. However, capital will be raised if the New Options are exercised, which will affect the Company's balance sheet.

If all New Options are issued and exercised (which is not certain), the Company will receive approximately \$4,500,000 (before costs) in current assets. However, the Company is not able to specify with any certainty the extent of any change to the balance sheet given the uncertainty around the number of New Options to be ultimately issued, or if and when any of those New Options will be exercised.

The Company's Annual Report for the financial year ended 30 June 2025 was released to the ASX on 25 September 2025. The Annual Report can be viewed at <https://cdn-api.markitdigital.com/apiman-gateway/ASX/asx-research/1.0/file/2924-02998312-2A1623958&v=undefined>

The Company's Half Year Accounts for the financial half-year ended 31 December 2025 was released to the ASX on 27 February 2026. These financial statements and Accounts can be viewed at <https://cdn-api.markitdigital.com/apiman-gateway/ASX/asx-research/1.0/file/2924-03062728-2A1656870&v=undefined>

Additional information, including copies of the ASX releases and investor presentations, is also available on the Company's website at: <https://www.thrivetribetech.com.au/>

4 RIGHTS AND LIABILITIES ATTACHING TO THE SHARES

4.1 Rights attaching to the Shares

The Company is incorporated in Australia and is subject to the Corporations Act. As a company listed on ASX, the Company is also regulated by the Listing Rules.

This summary is qualified by the full terms of the Constitution, and does not purport to be exhaustive, or to constitute a definitive statement of the rights and liabilities of Shareholders. These rights and liabilities can involve complex questions of law arising from an interaction of the Constitution with statutory and common law requirements. For a Shareholder to obtain a definitive assessment of the rights and liabilities which attach to Shares in any specific circumstances, the Shareholder should seek legal advice.

A full copy of the Constitution is available from the Company on request free of charge or available on the ASX website, www.asx.com.au under the Company's code "1TT".

(a) General Meetings and Notice

Each Shareholder is entitled to receive notice of all general meetings of the Company and to receive all notices, accounts and other documents required to be sent to Shareholders under the Constitution, the Corporations Act or the Listing Rules. Shareholders are entitled to be present in person, or by proxy, attorney or representative to attend and vote at general meetings of the Company. Shareholders may requisition meetings in accordance with section 249D of the Corporations Act.

(b) Voting Rights

Subject to any rights or restrictions attached to any class or classes of Shares, from time to time, at general meetings of Shareholders or classes of Shareholders:

- (i) each Shareholder entitled to vote may vote in person or by proxy, attorney or representative;
- (ii) on a show of hands, every person present who is a Shareholder or a proxy, attorney or representative of a Shareholder entitled to vote has one vote; and
- (iii) on a poll, every person present who is a Shareholder or a proxy, attorney or representative of a Shareholder entitled to vote shall, in respect of each fully paid Share held by him or her, or in respect of which he or she is appointed a proxy, attorney or representative, have one vote for every fully paid Share, but in respect of partly paid Shares shall have a fraction of a vote equal to the proportion that the amount paid (not credited nor paid in advance of a call) is of the total amounts paid and payable (excluding amounts credited) for the Share.

(c) Dividend Rights

While there is no guarantee of any dividends or distributions by the Company, the Directors may from time to time declare dividends in compliance with the Corporations Act. The Board may declare that a dividend is payable and fix the amount, time for payment and method of payment. The Board may direct payment of a dividend wholly or partly by the distribution in kind of specific assets. Notice of a dividend declared must be given to Shareholders.

(d) Winding Up

Subject to the rights of the holders of Securities in the Company issued on special terms, if the Company is wound up, the liquidator may, with the sanction of a special resolution of the Company, divide among the Shareholders in kind all or any part of the Company's assets and for that purpose determine how the liquidator will carry out the division between the Shareholders or different classes of Shareholders and/or vest all or any of the Company's assets in a trustee on trusts determined by the liquidator for the benefit of the contributories.

(e) Transfer of Shares

Subject to the Company's Constitution, the Corporations Act or any other applicable laws of Australia and the Listing Rules, the Shares are freely transferable, subject to formal requirements,

and so long as the registration of the transfer does not result in a contravention of or failure to observe the provisions of a law of Australia and the transfer is not in breach of the Corporations Act or the Listing Rules.

(f) **Variation of Rights**

The rights attached to any class of Shares may, unless their terms of issue state otherwise, be varied or abrogated with the written consent of the holders of 75% of the votes in the class, or with sanction of a special resolution passed at a meeting of the class of holders holding Securities in the class.

(g) **Increases in capital**

The Company must not issue Shares or grant options if the issue or grant would result in a breach of the Listing Rules.

(h) **Amendments to the Constitution**

The Constitution can only be amended by a special resolution in accordance with section 136(2) and 136(5) of the Corporations Act.

5 TERMS AND CONDITIONS OF THE NEW OPTIONS

Entitlement to Shares	Each New Option gives the holder the right to subscribe for one (1) new Share upon exercise of the New Option on or prior to the Expiry Date.
Exercise Price	The amount payable upon exercise of each New Option will be \$0.003.
Consideration	Nil consideration will be payable per option for the issue of the New Options.
Expiry Date	Each New Option will expire at 5.00pm (AEST) on 15 June 2029 (Expiry Date). A New Option not exercised before the Expiry Date will automatically lapse on the Expiry Date.
Exercise Period	The New Options are exercisable at any time on or prior to the Expiry Date (Exercise Period).
Exercise Notice	<p>New Options may be exercised during the Exercise Period by notice in writing to the Company in the manner specified on the Exercise Notice and payment of the Exercise Price for each New Option being exercised in Australian currency by electronic funds transfer or other means of payment acceptable to the Company.</p> <p>New Options do not need to be exercised in one tranche. A New Option holder may exercise its New Options in as many tranches as it elects provided that each tranche is for a minimum of 100 New Options (or otherwise is for all of the New Options held by the New Option holder) and exercise is before the Expiry Date.</p> <p>There is no brokerage payable when New Options are exercised.</p>
Exercise Date	An Exercise Notice is only effective on and from the later of the date of receipt of the Exercise Notice and the date of receipt of payment of the Exercise Price for each New Option being exercised in cleared funds (Exercise Date).
Timing of issue of Shares on exercise	<p>Within 5 Business Days after the Exercise Date, the Company will:</p> <ul style="list-style-type: none"> (i) issue the number of Shares required under these terms and conditions in respect to the number of New Options specified in the Exercise Notice and for which cleared funds have been received by the Company; (ii) if required, give ASX a notice that complies with section 708A(5)(e) of the Corporations Act, or, if the Company is unable to issue such a notice, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all things necessary to satisfy section 708A(11) of the Corporations Act, to ensure that an offer for the sale of the Shares does not require disclosure to investors; and (iii) if admitted to the Official List of the ASX at the time, apply for official quotation on ASX of the Shares pursuant to the exercise of the New Options. <p>If a notice delivered under (ii) above for any reason is not effective to ensure that an offer for sale of the Shares does not require disclosure to investors, the Company must, no later than 20 Business Days after becoming aware of such notice being ineffective, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors.</p>

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Shares issued on exercise	Shares issued on exercise of the New Options will rank equally with the then issued Shares of the Company.
Quotation of Shares issued on exercise	The Company will use best endeavours for quotation of the Shares issued upon exercise of the New Options, if admitted to the Official List of the ASX at the time.
Quotation of New Options	If the ASX does not grant permission for quotation of the New Options within three (3) months after the date of this Prospectus (or any later date permitted by law), none of the New Options will be issued and if any have been issued, the issue will be void in accordance with section 723 of the Corporations Act, unless ASIC grants an exemption permitting the issue.
Reconstruction of capital	If at any time the issued capital of the Company is reconstructed (including consolidation, subdivision, reduction or return of capital), all rights of a holder of New Options are to be changed in a manner consistent with the Corporations Act and the Listing Rules at the time of the reconstruction.
Participation in new issues	There are no participation rights or entitlements inherent in the New Options and holders will not be entitled to participate in new issues of capital offered to Shareholders or receive a dividend during the currency of the New Options without exercising the New Options.
Change in exercise price	A New Option does not confer the right to a change in Exercise Price or a change in the number of underlying Securities over which the New Options can be exercised.
Transferability	The New Options will be transferable subject to (i) meeting the ASX's minimum eligibility criteria for quotation (and actually being quoted, which cannot be guaranteed), (ii) the terms of the Corporations Act and the Listing Rules and (iii) any restriction or escrow arrangements imposed by ASX or under applicable Australian securities laws.
Amendments	These terms and conditions of the New Options may be amended as necessary by the Company, subject to compliance with the Listing Rules, and provided that the economic and other rights of the New Options holder are not diminished or terminated following such amendment.

6 RISKS

The New Options offered under this Prospectus are considered highly speculative. In addition, there are risks inherent in investing in the share market in general. The business activities of the Company are subject to risks and there are many risks which may impact on the Company's future performance. Some of these risks can be mitigated by the use of safeguards and appropriate systems and controls, but many are outside of the control of the Company and cannot be mitigated.

Eligible Shareholders should be aware that an investment in the Company involves risks. Prospective investors should carefully consider the risk factors described below, together with information presented elsewhere in this Prospectus, and should consult their professional advisors before deciding whether to apply for Securities.

The key risks identified by the Company are set out below but these are not an exhaustive list of the risks associated with an investment in the Company shares. There may be other risks which the Directors and/or management of the Company are unaware which may impact upon the Company, its operations and/or the value and performance of the New Options and the Company generally.

6.1 Risks associated with the Company

(a) Technology

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

(b) Loss of customers

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

(c) Increase in competition

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

(d) Sales and marketing success

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

(e) Growth strategies

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

sales and earnings growth. Failure of this strategy would result in non-existent or negligible growth for the Company.

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

(f) Intellectual property

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

(g) Reliance on key personnel

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

(h) Programming errors

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

(i) Reliance on application platform providers and search engines

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

(j) Maintenance of database

The Company will maintain an extensive and highly confidential database of its candidates and key client contacts. All interactions with both candidates and clients are recorded on the database, with such information shared across the Company for the benefit of all

consultants. Any disruption to the database would have a detrimental impact on the way the Company conducts its day-to-day business.

6.2 Industry specific risks

(a) Reliance on SaaS-based models

The Company's future growth is dependent on the increasing adoption of software as a service-based document productivity solution. If the Company's solution is not accepted and used by more organisations, or if the market for such solutions fails to grow as expected, the Company's platform could be adversely affected, slowing revenue growth and future expansion opportunities.

(b) Cybersecurity

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

(c) Disruption of technology systems

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

(d) Change in regulation

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

6.3 Risks associated with the Offer

(a) Value of New Options

The New Options that are issued require the exercise price of \$0.003 per New Option to be paid at the time of exercise. If the prevailing trading price of Shares is lower than the Exercise Price, then it is likely that the New Options will not be exercised. In this case, for investors, the unexercised New Options will not have value and will lapse on the Expiry Date of the New Options.

If the New Options are not exercised, or only some of the New Options are exercised, then the Company may not receive the proceeds that would otherwise be generated if New Option holders pay the Exercise Price. This possibility may reduce the amount of capital that the Company would receive if all of the New Options are exercised on or before the Expiry Date of the New Options.

(b) Nature of the New Options

The Company will seek quotation of the New Options and therefore, the New Options will be transferrable following quotation, subject to meeting the ASX's minimum eligibility criteria for quotation (and actually being quoted, which cannot be guaranteed). Even if ASX grants Official Quotation of the New Options, the market for the New Options may be illiquid. The market for Shares may be illiquid.

There is no certainty that New Options will trade above the exercise price and accordingly there is no certainty that New Option holders will realise any value from the New Options. In the event that the New Options are exercised, this will dilute the holdings of existing Shareholders.

6.4 General risks

(a) Potential for dilution

A shareholder's percentage holding in the Company will be diluted by not participating in the Offer, assuming New Options are exercised. It is not possible to predict what the value of the Company or its Shares will be following the completion of the Offer and the Directors do not make any representation as to such matters. The historical trading price of the Shares on ASX prior to the date of this Prospectus is not a reliable indicator as to the potential trading price of Shares after completion of the Offer.

(b) General economic and investment risks

As with all stock market investments, there are risks associated with an investment in the Company. The trading price of the Company's Shares may fluctuate with movements in equity capital markets in Australia and internationally, and may also be influenced by a number of factors, some of which are specific to the Company and its operations and some of which may affect listed companies generally. Generally applicable factors that may affect the market price of Shares include: i) general movements in Australian and international securities markets; ii) investor sentiment; iii) Australian and international economic conditions and outlook; iv) changes in interest rates and the rate of inflation; v) changes in government regulation and policies (including in relation to taxation); vi) announcement of new technologies; vii) and geopolitical instability. General economic conditions may also negatively affect the Company's performance and the performance of the Company's Shares. Any protracted slowdown in economic conditions or factors such as movements in inflation or interest rates, the cost and general availability of credit, and industrial disruption may have a negative impact on the Company.

(c) Taxation

The disposal or exercise of New Options will have tax consequences, which will differ depending on the individual financial affairs of each investor. All investors are urged to obtain independent financial advice about the consequences of disposing of or exercising New Options from a taxation viewpoint and generally. To the maximum extent permitted by law, the Company, its officers and each of their respective advisors accept no liability and responsibility with respect to the taxation consequences of disposing of or exercising the New Options under this Prospectus.

(d) Government and legal risk

Changes in government, monetary policies, taxation and other laws can have a significant impact on the Company's assets, operations and ultimately the financial performance of the Company and its Shares. Such changes are likely to be beyond the control of the Company and may affect industry profitability.

Changes in community attitudes on matters such as taxation, competition policy and environmental issues may bring about reviews and possibly changes in government policies. There is a risk that such changes may affect the Company's development plans. Any such government action may also require increased capital or operating expenditures and could prevent or delay certain operations by the Company the future performance of the Company or any return on an investment in the Company.

(e) Geopolitical conditions

The nature and extent of the effect of global conflicts on the performance of the Company remains unknown. The Company may be affected by the impact that geopolitical factors have on the world or Australian economies or on financial markets and investments generally or specifically, and governmental responses to such activities. The Company's Share price may be adversely affected in the short to medium term by the economic uncertainty caused by geopolitical factors.

(f) Data and cyber security risk

The integrity, availability and reliability of data within the Company's information technology systems may be subject to intentional or unintentional disruption. Given the level of increasing sophistication and scope of potential cyber-attacks, these attacks may lead to significant breaches of security which could jeopardise the sensitive information and financial transactions of the Company.

6.5 Concluding Comment

The above list of risk factors ought not to be taken as an exhaustive list of the risks faced by the Company or by investors in the Company. The above factors, and others not specifically referred to above, may in the future materially affect the financial performance of the Company and the value of the New Options or the Shares issued on the exercise of the New Options.

Investment in the Company must be regarded as highly speculative and neither the Company nor any of its Directors or any other party associated with the preparation of this Prospectus guarantee that any specific objectives of the Company will be achieved or that any particular performance of the Company or of the New Options, including those offered by this Prospectus, will be achieved.

7 ADDITIONAL INFORMATION

7.1 Continuous Disclosure and Documents Available for Inspection

This Prospectus has been prepared in accordance with section 713 of the Corporations Act.

Section 713 of the Corporations Act enables companies to issue transaction specific prospectuses where those companies are, and have been for a period of 12 months, disclosing entities. In general terms a “transaction specific prospectus” is only required to contain information in relation to the effect of the issue of securities on a company and the rights attaching to the securities. It does not contain the same level of disclosure as a prospectus prepared for an initial public offering.

The Company is a “disclosing entity” for the purposes of section 713 of the Corporations Act. As such, it is subject to regular reporting and disclosure obligations which requires it to disclose to ASX any information of which it is, or becomes, aware concerning the Company and which a reasonable person would expect to have a material effect on the price or value of Securities of the Company.

Information that is already in the public domain has not been reported in this Prospectus, other than that which is considered necessary to make this Prospectus complete.

Additionally, the Company is also required to prepare and lodge with ASX yearly and half yearly financial statements accompanied by a directors' statement and report and an audit review or report. These reports are released to ASX and published on the Company's and ASX's websites.

Copies of documents lodged with ASIC in relation to the Company may be obtained from, or inspected at, an office of ASIC. The Company will provide a copy of each of the following documents, free of charge, to any person who asks for it during the period of the Offer:

- (i) the Annual Report for the financial year ended on 30 June 2025, as lodged with ASX on 25 September 2025, being the last financial statements for a financial year of the Company lodged with ASIC before the issue of this Prospectus;
- (ii) the half-year financial report and review of financial statements of the Company for the half-year ended 31 December 2025 as lodged with ASX on 27 February 2026; and
- (iii) any continuous disclosure notices given by the Company after the lodgement of the Annual Report referred to in paragraph (i) above and before the lodgement of this Prospectus with ASIC. These include the following announcements:

Date	Description of Announcement
4 June 2026	Change in Director's Interest Notice x3
3 June 2026	Cleansing Notice
3 June 2026	Application for quotation of securities – 1TT
2 June 2026	Security Class Reinstatement to Quotation – 1TTO
2 June 2026	Top 20 Loyalty Options Holders
2 June 2026	Loyalty options Distribution Schedule
2 June 2026	Application for quotation of securities – 1TT
28 May 2026	To relaunch legacy HR platform for enterprise/government
26 May 2026	Proposed issue of securities – 1TT
26 May 2026	Capital Raise
25 May 2026	Results of Meeting

25 May 2026	Security Class Suspension from Quotation – 1TTO
20 May 2026	Proposed issue of securities – 1TT
20 May 2026	Prospectus Bonus Issue and Target Market Determination
30 April 2026	Quarterly Activities/Appendix 4C Cash Flow Report
23 April 2026	Notice of Extraordinary General Meeting/Proxy Form
26 March 2026	Cleansing Notice
26 March 2026	Application for quotation of securities – 1TT
26 March 2026	Completion of Capital Raise
26 February 2026	Appendix 4D and Half Year Reports 31 Dec 2025
26 February 2026	Cleansing Notice
26 February 2026	Notification regarding unquoted securities – 1TT
26 February 2026	Application for quotation of securities – 1TT
26 February 2026	Completion of Capital Raise
30 January 2026	Quarterly Activities/Appendix 4C Cash Flow Report
28 January 2026	Cleansing Notice
28 January 2026	Notification regarding unquoted securities – 1TT
27 January 2026	Proposed issue of securities – 1TT
27 January 2026	Proposed issue of securities – 1TT
27 January 2026	Placement
12 December 2025	Cleansing Notice
12 December 2025	Application for quotation of securities – 1TT
10 December 2025	Proposed issue of securities – 1TT
10 December 2025	Placement
2 December 2025	Notification of cessation of securities – 1TT
1 December 2025	Notification of cessation of securities – 1TT
27 November 2025	Results of Annual General Meeting
27 November 2025	Response to ASX Price Query
27 November 2025	Pause in Trading
31 October 2025	Quarterly Activities/Appendix 4C Cash Flow Report
27 October 2025	Notice of Annual General Meeting/Proxy Form
17 October 2025	Application for quotation of securities – 1TT
15 October 2025	Non-Renounceable Entitlement Issue Offer Completes
1 October 2025	Dispatch of Offer Documents and Entitlement Offer opens

1 October 2025	Notice to Shareholders for Entitlement Offer
1 October 2025	Entitlement Offer Booklet
25 September 2025	Corporate Governance Statement & Appendix 4G

The Company may make further ASX announcements after the date of this Prospectus. Copies of the abovementioned announcements (as well as any further announcements) will be available on the ASX website, www.asx.com.au under the Company's code "1TT". You are advised to refer to the ASX's website and the Company's website for announcements or updates relating to the Company.

7.2 Market Price of Shares

The highest and lowest closing market prices of the Shares on ASX during the three months of trading preceding the date prior to lodgement of this Prospectus with ASIC and the last market price on the last day of trading before lodgement of this Prospectus is set out below:

	Price (A\$)	Date
High	\$0.005	4 June 2026
Low	\$0.001	25 May 2026
Last	\$0.002	10 June 2026

7.3 Details of Substantial Shareholders

(a) Substantial Shareholders

As at the date prior to lodgement of this Prospectus (being 10 June 2026), 7 Shareholders hold a relevant interest of 5% or more of the Shares on issue, namely Mr Craig Pearson, TAC Professional Services Pty Ltd, Mr Peter James Dykes, Pacific Continental Holdings Pty Ltd, Phillip Street Holdings Pty Ltd, Tact on Kent Pty Ltd and MAVI Holdings Limited (see table below).

(b) Top 20 Shareholders

The top 20 Shareholders of the Company, as at the date prior to lodgement (being 10 June 2026), are as follows:

No	Name	Number of Ordinary Fully Paid Shares	% Held of Issued Ordinary Capital
1	MR CRAIG PEARSON	575,897,319	12.12%
2	TAC PROFESSIONAL SERVICES PTY LTD	330,250,000	6.95%
3	MR PETER JAMES DYKES	306,630,327	6.45%
4	PACIFIC CONTINENTAL HOLDINGS PTY LTD <THE PACIFIC CONTINENTAL A/C>	273,000,000	5.74%
5	PHILLIP STREET HOLDINGS PTY LTD <PHILLIP STREET A/C>	261,000,000	5.49%
6	TACT ON KENT PTY LTD	237,500,000	5.00%
7	MAVI HOLDINGS LIMITED	237,500,000	5.00%
8	THE GREENWAY ADMINISTRATION PTY LTD <THE GREENWAY A/C>	235,865,000	4.96%
9	LTC LONG SHORT FUND PTY LTD	230,000,000	4.84%
10	OAKPHIL PTY LIMITED <OAKPHIL FAMILY A/C>	230,000,000	4.84%
11	HARBOUR CAPITAL OPPORTUNITIES FUND PTY LTD	230,000,000	4.84%

12	FINEXIA WEALTH PTY LTD <CLIENT NOMINEE A/C>	225,000,000	4.73%
13	006 CAPITAL PTY LTD	220,000,000	4.63%
14	GGG ADMINISTRATION PTY LTD <GGG FAMILY A/C>	112,500,000	2.37%
15	10 BAY STREET PTY LIMITED	99,500,000	2.09%
16	NAB SMSF PTY LTD <NAB SMSF A/C>	82,400,500	1.73%
17	035 CAPITAL PTY LTD	75,000,000	1.58%
18	RIYA INVESTMENTS PTY LTD	66,350,172	1.40%
19	HSBC CUSTODY NOMINEES (AUSTRALIA) LIMITED - A/C 2	45,001,085	0.95%
20	TERENCE ANTHONY CLEE	36,956,277	0.78%

7.4 Information excluded from continuous disclosure notices

As at the date of this Prospectus, there is no information which has been excluded from a continuous disclosure notice in accordance with the Listing Rules other than as is set out in this Prospectus.

7.5 Interests of Directors

(a) General

Other than as set out below or elsewhere in this Prospectus, no Director has or had within 2 years before the lodgement of this Prospectus with ASIC, any interest in:

- (i) the formation or promotion of the Company;
- (ii) any property acquired or proposed to be acquired by the Company in connection with its promotion or formation or in connection with the Offer of New Options; or
- (iii) the Offer of New Options, other than as ordinary Shareholders;
- (iv) and no amounts or benefits have been paid or agreed to be paid (in cash or Shares or otherwise) to any Director:
 - (A) to induce him or her to become, or to qualify, as a Director; or
 - (B) for services rendered by him or her in connection with the promotion or formation of the Company or the Offer of New Options.

(b) Director interests in Securities

The relevant interest of each of the Directors in Securities as at the date of this Prospectus is set out in the table below.

Director	Number of Shares	Number of options	Voting Power ¹
Rumi Guzder	602,564	40,170	0.01%
Joshua Quinn	41,667	2,777	0.00%
Wesley Culley	82,846	5,522	0.00%

Notes:

1. Total of 0.0153% of current total Shares on issue, being 4,753,076,443, as at 8:00am (AEST) on the date of this Prospectus. The voting power figures are rounded to 2 decimal points.

The Directors are not Placement Participants, and are not acquiring any New Options under the Offer.

(c) Director remuneration

The remuneration currently paid (including superannuation) to Directors or their nominees during the past two financial years preceding the lodgement of this Prospectus is set out below:

Directors	Remuneration (cash salary and fees) for FY2025	Remuneration (cash salary and fees) for FY2024
Rumi Guzder	\$18,000	\$27,498
Joshua Quinn	\$193,550 ¹	\$225,150 ²
Wesley Culley	\$140,000	\$240,000

Notes:

1. Included in fees is \$92,000 for accountancy services provided to the Company and entities it controls.
2. Included in fees is \$105,150 for accountancy services provided to the Company and entities it controls.

There were no Shares issued to Directors as part of compensation during the year ended 30 June 2025. 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.

The Constitution also provides that the Directors shall be entitled to be paid travelling and other expenses that they properly incur in attending Board meetings and general meetings of the Company, and in connection with the Company's business.

(d) Indemnification and Directors & Officers Insurance

The Company has agreed to indemnify the current Directors and certain current executives of the Company against all liabilities to another person (other than the Company or a related body corporate) that may arise from their position as Directors or officers of the Company, to the extent permitted by law. The indemnity agreement stipulates that the Company will meet the full amount of any such liabilities, including costs and expenses.

The Company pays a premium to insure Directors and certain officers of the Company and controlled entities. The officers of the Company covered by the insurance policy include the current Directors and secretary of the Company and its subsidiaries, senior management of the Company and senior management of divisions and controlled entities of the Company. As the insurance policy operates on a claims made basis, former Directors and officers of the Company are also covered.

The liabilities insured include costs and expenses that may be incurred in defending civil or criminal proceedings that may be brought against the officers in their capacity as officers of the Company or controlled entities. The insurance policy outlined above does not contain details of premiums paid in respect of individual Directors and officers of the Company. The insurance policy prohibits disclosure of the premium paid.

The Company has not otherwise indemnified or agreed to indemnify an officer of the Company or of any related body corporate against a liability incurred by such officer.

7.6 Agreement with Lead Manager

The Company and the Lead Manager are parties to a letter agreement pursuant to which the Lead Manager was engaged to provide lead manager and advisory services in connection with proposed transactions, including the Initial Placement and Additional Placement. In consideration for these services, the Company agreed to pay a fee of \$240,000 plus GST to the Lead Manager (being an amount equal to 6% plus GST of the funds raised under the Placement). The Company

must also reimburse Cleo Capital for all reasonable expenses incurred in connection with its engagement. The agreement contains other standard indemnities and terms expected to be included in an agreement of this nature. The agreement may be terminated by the Lead Manager with or without cause upon written notice. Separately, the Company also agreed to issue a total of 1,500,000,000 options to the Lead Manager which is conditional upon obtaining Shareholder approval.

7.7 **Related Party Transactions**

There are no related party transactions entered into that have not otherwise been disclosed in this Prospectus.

7.8 **Litigation**

As at the date of this Prospectus, the Company is not involved in any legal proceedings and the Directors are not aware of any legal proceedings pending or threatened against the Company.

7.9 **Expert and advisor interests**

Other than as set out below, or elsewhere in this Prospectus, all persons named in this Prospectus as performing a function in a professional, advisory or other capacity in connection with the preparation of or distribution of this Prospectus do not have, and have not had in the 2 years before the date of this Prospectus, any interest in:

- (i) the formation or promotion of the Company;
- (ii) property acquired or proposed to be acquired by the Company in connection with its formation or promotion or the Offer of New Options pursuant to this Prospectus; or
- (iii) the Offer of New Options pursuant to this Prospectus,

and no amounts have been paid or agreed to be paid (in cash or Shares or otherwise) and no other benefit has been given or agreed to be given to any of those persons for services provided by those persons in connection with the formation or promotion of the Company or the Offer of New Options issued pursuant to this Prospectus.

7.10 **Estimated Costs of the Offer**

The expenses of the Offer (exclusive of GST) are estimated to be approximately as follows:

Expenses of the Offer	Amount
ASIC lodgement fee	\$3,206
ASX fees for quotation	\$16,150
Legal (including the preparation of this Prospectus)	\$20,000
Registry and company secretarial	\$10,000
Total	\$49,356

7.11 **Consents**

Each of the parties referred to in this Section do not make, or purport to make, any statement in this Prospectus other than as specified in this Section and to the maximum extent permitted by law, expressly disclaim and take no responsibility for any part of this Prospectus other than the reference to its name or a statement included in this Prospectus with the consent of that party as specified in this Section.

Thomsons has given its written consent to being named as the solicitors to the Company in this Prospectus. Thomsons has not withdrawn its consent prior to the lodgement of this Prospectus with the ASIC.

Boardroom Pty Limited has given and not withdrawn its written consent to be named as the Share Registry to the Company in the form and context in which it is so named. Boardroom Pty Limited does not make, or purport to make, any statement in this Prospectus and is not aware of any statement in this Prospectus which purports to be based on a statement made by it and makes no representation, expressed or implied, regarding and takes no responsibility for, any statements in or omissions from this Prospectus.

Clee Capital has given its written consent to being named as the Lead Manager in this Prospectus in the form and context in which it is so named. Clee Capital does not make, or purport to make, any statement in this Prospectus and is not aware of any statement in this Prospectus which purports to be based on a statement made by it and makes no representation, expressed or implied, regarding and takes no responsibility for, any statements in or omissions from this Prospectus.

7.12 **ASIC Instruments**

The Offer is made pursuant to ASIC Corporations (Exposure Period) Instrument 2026/90 which exempts the Company from complying with section 727(3) of the Corporations Act to the extent that this section prohibits the Company from issuing New Options in the seven-day period after the date of lodgement of the Prospectus with ASIC.

7.13 **Financial Forecasts**

The Directors have considered the applicable laws and do not believe that they have a reasonable basis to include forecast future earnings in this Prospectus, on the basis that the operations of the Company are inherently uncertain. Accordingly, any forecast information would contain such a broad range of potential outcomes and possibilities that it is not possible to prepare a reliable best estimate forecast.

7.14 **Taxation**

The Directors do not consider it appropriate to give Placement Participants advice regarding the taxation consequences of applying for New Options. The Company, its advisers and its officers do not accept any responsibility or liability for any such taxation consequences to Placement Participants. As a result, Placement Participants should consult their professional tax adviser in connection with applying for New Options.

7.15 **Governing law**

This Prospectus, the Offer and the contracts that arise from exercise of the New Options are governed by the laws applicable in New South Wales, Australia. Each Placement Participant submits to the non-exclusive jurisdiction of the courts of New South Wales, Australia.

8 DIRECTORS' AUTHORISATION

The Directors have made all reasonable enquiries in the preparation of this Prospectus and on that basis have reasonable grounds to believe that any statements made by the Directors in this Prospectus are not misleading or deceptive and that in respect to any other statements made in this Prospectus by persons other than Directors, the Directors have made reasonable enquiries and on that basis have reasonable grounds to believe that persons making the statement or statements were competent to make such statements, those persons have given their consent to the statements being included in this Prospectus in the form and context in which they are included and have not withdrawn that consent before lodgement of this Prospectus with ASIC, or to the Directors knowledge, before any issue of the New Options pursuant to this Prospectus. This Prospectus is prepared on the basis that certain matters may reasonably be expected to be known to likely investors or their professional advisors.

Each of the Directors of the Company has consented to the lodgement of this Prospectus with ASIC in accordance with section 720 of the Corporations Act and has not withdrawn that consent.

This Prospectus is signed pursuant to section 351 of the Corporations Act:



Joshua Quinn
Director and Company Secretary
Thrive Tribe Technologies Limited

9 DEFINITIONS

In this Prospectus the following terms and abbreviations have the following meanings, unless otherwise stated or unless the context otherwise requires:

\$ or **A\$** or **AUD** means Australian dollar;

Additional Placement has the meaning given in Section 2.1;

Applicant means a person who submits an Application Form;

Application or **Application Form** means an electronic application to subscribe for New Options under the Offer, details of which are provided by the Company with a copy of this Prospectus;

ASIC means the Australian Securities and Investments Commission;

ASX means ASX Limited ACN 008 624 691 or the Australian Securities Exchange, as the context may require;

ASX Settlement Operating Rules means ASX Settlement Pty Limited's operating rules;

Board means the board of Directors;

Business Day has the meaning ascribed to it in the Listing Rules;

CHESS means the Clearing House Electronic Sub-register System;

Closing Date means 10:00am (AEST) on 15 June 2026;

Company means Thrive Tribe Technologies Limited ACN 600 717 539;

Constitution means the constitution of the Company;

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

Directors means the directors of the Company;

Entitlement means the number of New Options for which a Placement Participant is entitled to subscribe for under the Offer;

Exercise Date has the meaning given in Section 5;

Exercise Notice means the written notice, in the form specified by the Company, given to the Company by a New Option holder, requiring the Company to issue Shares on exercise of the New Options;

Exercise Period has the meaning given in Section 5;

Exercise Price means \$0.003 per New Option;

Expiry Date has the meaning given in Section 5;

Indicative Timetable means the indicative timetable as set out under Indicative Timetable for the Offer;

Initial Placement has the meaning given in Section 2.1;

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

Listing Rules means the listing rules of the ASX;

New Option has the meaning given in Section 2.1, which are subject to the Option Terms;

Offer means the offer of one free-attaching option to Placement Participants for every two (2) Shares issued under the Placement;

Official List means the official list of ASX listed entities;

Opening Date means 11 June 2026;

Option Terms means the terms and conditions applicable to the New Options set out in Section 5;

Placement Participants means Sophisticated Investors and Professional Investors (as defined in section 708(8) and 708(11) of the Corporations Act respectively) which subscribed for and were issued shares under the Placement;

Prospectus means this prospectus;

Securities means Shares and any options (including the New Options, following the issue of those options) to acquire Shares;

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

Shareholder means a holder of Shares;

Share Registry means Boardroom Pty Limited ACN 003 209 836; and

Voting Power has the meaning given to that term in the Corporations Act.

Please note that references in this Prospectus to "Sections" are to sections of this Prospectus.

Directors

Rumi Guzder	Non-Executive Chairman
Joshua Paul Quinn	Non-Executive Director
Wesley Malcolm Culley	Executive Director

Company secretary

Joshua Paul Quinn

Registered office

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

Share Registry

Boardroom Pty Limited
Level 8, 210 George Street
Sydney NSW 2000

Legal Advisers

Thomsons
Level 14, 60 Martin Place
Sydney NSW 2000

Target Market Determination

Made by	Thrive Tribe Technologies Limited (ACN 600 717 539) of MLC Centre, Level 57, 19-29 Martin Place, Sydney NSW 2000 (Company)
Product	For an offer of up to 1,500,000,000 options, on the basis of one (1) free attaching option for every two (2) shares issued to Placement Participants under the Initial Placement exercisable at A\$0.003 per option (New Options) and expiring at 5:00pm (AEST) on 15 June 2029 (Offer) made under the prospectus dated 11 June 2026 (Prospectus).
Effective Date	11 June 2026

This target market determination (**TMD**) has been prepared by the Company in relation to the Offer to issue New Options made by the Company under the Prospectus pursuant to section 713 of the *Corporations Act 2001* (Cth) (**Corporations Act**). A copy of the Prospectus and this TMD is available on the Company's website, <https://www.thrivetribe.com.au/> and on the ASX website, <https://www.asx.com.au/> under the Company's code "1TT".

The Offer will be made under, or accompanied by, a copy of the Prospectus. Any recipient of this TMD should carefully read the Prospectus in full and consult their stockbroker, accountant or other professional adviser if they have any questions regarding the content of the Prospectus.

Capitalised terms used but not defined in this TMD have the meaning given to them in the Prospectus.

Placement Participants can apply for the New Options and will need to complete the Application Form accompanying the Prospectus. There is no cooling off period in respect of the issue of the New Options.

This TMD is not a disclosure document for the purposes of the Corporations Act. Therefore, it does not contain a full summary of the terms and conditions of the New Options and has not been lodged with the Australian Securities and Investments Commission (**ASIC**).

This TMD sets out the class of consumers for which the New Options would likely be consistent with their financial objectives, the distribution conditions and restrictions imposed on the distribution of the New Options and the reporting requirements for distributors in accordance with section 994B of the Corporations Act.

This TMD is not investment advice and does not take into account your financial objectives, financial situation or particular needs. It is important that you read and consider the Prospectus in full before making an investment decision and consider the risks that could affect the performance of the Company. The Company is not licensed to provide financial advice in relation to the New Options.

1 Target Market

The below table summarises the overall class of consumers that fall within the target market for the New Options, based on the product's key attributes and the objectives, financial situation and needs that it has been designed to meet:

Factor	Target Market
Investment objective	The Company expects that an investment in the New Options will be suitable to persons: <ul style="list-style-type: none"> who wish to have a right, but not an obligation, in the short to medium term, to acquire Shares in the Company prior to the Expiry Date;

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Factor	Target Market
	<ul style="list-style-type: none"> • who wish to gain exposure to equities in a company listed on the ASX which delivers financial technology solutions and digital ecommerce platforms; and/or • hold medium term views on the Company's performance and/or the industry within which it operates.
Investment timeframe	<p>The New Options have an expiry date of 15 June 2029. The target market of investors will take a short to medium term outlook on their investment.</p> <p>Investors with a short-term outlook for their investment will benefit from an anticipated listing of the New Options on ASX, as well as the ability to exercise the New Options and trade the underlying Shares issued on exercise should the exercise price of the New Options be lower than the trading price of the Shares.</p> <p>Investors with a medium-term outlook will benefit from an ability to exercise the New Options up until the Expiry Date and increase their shareholding and exposure to the potential upside in the Company's Shares in the future.</p> <p>To exercise the New Options and acquire Shares, investors will need to pay the exercise price. Therefore, investors in the target market are in a financial position that is sufficient for them to invest their funds over a 3-year horizon in the period until the Expiry Date should they wish to exercise their New Options. Any decision to exercise the New Options is likely to be based on the trading price of Shares.</p>
Investor metrics	<p>While the Company does not have an established eligibility framework for investors based on metrics such as age, expected return or volatility, it is expected that the target market of investors will be able to withstand potential fluctuations in the value of their investment. The New Options (and any resulting shares in the Company) offer no guaranteed income or capital protection.</p> <p>To realise the underlying value of the New Options, the New Options must be exercised on or before their expiry on the Expiry Date. Investors in the target market will need to be in a financial position to have sufficient available funds so as to pay the exercise price to exercise the New Options prior to the Expiry Date.</p>
Excluded class of consumers	<p>The New Options are not suitable for investors:</p> <ul style="list-style-type: none"> • who are not Placement Participants; • who are not seeking to have the potential to increase their investment in the Company; • who do not understand and appreciate the risks of investing in options as an asset class generally and the more specific risks of investing in the Company; • who do not ordinarily invest in speculative investments in the technology or software services sector; and • who require an income stream from their investment.
Risk	<p>The Company considers that an investment in the New Options is high risk and highly speculative, such that an investment in the Company is not appropriate for an investor who would not be able to bear a loss of some or all of the investment.</p> <p>Investors should have a sufficient level of financial literacy and resources (either alone or in conjunction with an appropriate adviser) to understand and appreciate the risks of investing in New Options as an</p>

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Factor	Target Market
	<p>asset class generally, and the more specific risks of investing in the Company.</p> <p>Specific risks relating to the Company and an investment in securities under the Offer are set out in the Prospectus and investors should review those risks carefully before deciding whether to invest.</p> <p>Investors should consider that there is no guarantee that the Company's share price will exceed the exercise price of the New Options.</p>

The Company has assessed the New Options and formed the view that the New Options are likely to be consistent with the objectives, financial situation and needs of investors in the target market as described above in this section 1.

2 Distribution conditions

The Offer of New Options under the Prospectus is being made to Placement Participants, who are sophisticated and professional investors (as defined in section 708(8) and 708(11) of the Corporations Act respectively) who committed to the Company's initial placement to raise A\$3,000,000 before costs (as approved at the Company's extraordinary general meeting held on 25 May 2026) and were issued a total of 3,000,000,000 Shares on 3 June 2026.

In the Prospectus, the Company has outlined key risks of investment in the New Options and emphasised that investment in the New Options should be regarded as speculative. This would make it not suitable for investors for whom such an investment is inappropriate.

A copy of the Prospectus and this TMD is available on the Company's website, <https://www.thrivetribetech.com.au/> and on the ASX website, <https://www.asx.com.au/> under the Company's code "1TT".

The Company considers that these distribution conditions will ensure that persons who invest in the New Options fall within the target market in circumstances where personal advice is not being provided to those persons by the Company.

3 Review Triggers

The New Options are being offered for a limited period set out in the Prospectus, after the conclusion of which the New Options will no longer be available for investment by way of issue. It follows that the TMD will only apply in the period between the commencement of the offer of the New Options and the issue of New Options after the close of the Offer (**Offer Period**) after which the TMD will be withdrawn.

To allow the Company to determine whether circumstances exist that indicate this TMD is no longer appropriate to the Offer and should be reviewed, the following events and circumstances will be review triggers:

- (a) a material change to the New Options' key attributes that make it no longer consistent with the likely objectives, financial situation and needs of investors in the target market;
- (b) the Company lodges with ASIC a supplementary or replacement prospectus in relation to the Prospectus;
- (c) the occurrence of a significant dealing in New Options that is not consistent with this TMD. The Company does not consider that an on-sale of the New Options on market is a significant dealing;
- (d) a substantial divergence in how the New Options are being distributed and purchased from this TMD;

- (e) ASIC raises concerns with the Company regarding the adequacy of the design or distribution of the New Options or this TMD;
- (f) there is a significant increase in the number of complaints received in respect of the New Options; and
- (g) material changes to the regulatory environment that applies to an investment in the New Options.

The Company may also amend this TMD at any time.

4 Review Period

If a review trigger occurs during the Offer Period, the Company will undertake a review of the TMD in light of the review trigger (as applicable) as soon as reasonably practicable and, in any case, within 10 business days of the review trigger occurring.

The Company will otherwise conduct a review of the TMD prior to the issue of New Options under the Offer.

5 Reporting Requirements

As the Company is not appointing external distributors of New Options in respect of retail clients, the Company will consider any of the following matters:

- (a) complaints received by the Company in relation to the New Options;
- (b) a significant dealing of the New Options which is inconsistent with this TMD;
- (c) any dealings outside of the target market (to the extent the Company is aware of such dealings); and
- (d) the conduct of the Company under the TMD.

Where relevant, the Company will consider any of the above matters and determine the appropriate steps that will be taken, including, where appropriate, reporting matters to ASIC.

6 Contact details

Contact details in respect of this TMD are:

Joshua Quinn
Director and Company Secretary
Email: info@thrivetribetech.com
Phone: +61 2 9236 7229