

ASX RELEASE

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Tinybeans to raise A\$8 Million in Share Placement

Tinybeans Group Limited (ASX: TNY) (OTCQB: TNYF) ("Tinybeans" or "the Company"), an inclusive, informative, go-to resource for all things parenting, is pleased to announce that it has received commitments for a A\$8 million placement ("Placement") to institutional and sophisticated investors.

Highlights

- Tinybeans to raise A\$8M in a strongly supported capital raise via a two-tranche placement from a number of existing and new high quality institutional and sophisticated investors from both the United States and Australia.
- Tinybeans continues to see material growth in its underlying business with proceeds from the Placement to assist in additional product development, marketing, general working capital purposes, and acceleration of Beanstalk, the Company's new subscription product; and
- As part of the capital raise, CEO, Eddie Geller, plans to convert his director loan of US\$300k (plus interest accrued up to the completion date of tranche 1 of the placement) to shares at the same issue price paid by investors under the placement. To be approved at the upcoming AGM.
- Tinybeans will launch a Share Purchase Plan (SPP) at the same issue price as paid by investors under the Placement.

Tinybeans' Chief Executive Officer, Eddie Geller, said:

"Following another quarter of record revenue performance in Q1-FY22, this additional capital provides us with greater flexibility to execute on our growth strategy. The proceeds will bolster the strength of our balance sheet as we seek to fund key product growth initiatives. Our progress over the last 18 months has demonstrated the potential of what Tinybeans has to offer in the global parenting market, as well as our traction with enhancing the value our platform provides to users and brand partners alike. We are grateful for the support of our new and existing institutional investors, and we will continue working to advance our momentum and maximize shareholder value."

Tinybeans' Non-Executive Chairman, John Dougall, said:

"Given the pleasing support for the capital raise, it is timely to consider the appropriate Board skills required to accelerate the Company's growth. We will now commence a process to appoint an experienced Non-Executive Chair and an Australian-based NED, well-credentialed in capital markets. In a smooth and orderly transition, I will remain on the board until these appointments are

completed in 2022. The business is performing well, and we look forward to the continuing execution of our growth strategy.”

Placement

In total, the Company has raised A\$8 million via a two-tranche share placement to institutional, professional and sophisticated investors. The Placement was managed by Bell Potter Securities.

The Placement will be undertaken in two tranches:

- (a) the issue of 11,568,000 shares at an issue price of 60 cents per share to raise approximately A\$6.9 million (before costs), utilising the Company’s existing capacity with 6,938,988 shares to be issued under ASX Listing Rule 7.1 and 4,629,012 shares to be issued under Listing Rule 7.1A; and
- (b) the issue of 1,765,334 shares at an issue price of 60 cents per share to raise approximately A\$1.1 million (before costs), subject to shareholder approval at the upcoming AGM to be held in January 2022.

Settlement is expected to be on Thursday, 25 November 2021, with shares to be allotted on Friday, 26 November 2021. All shares issued under the Placement will rank equally with all existing ordinary shares.

Share Purchase Plan

In addition, the Company will undertake a SPP offer to all existing, eligible Australian and New Zealand shareholders. The SPP will be conducted at the same issue price as the Placement offer price of 60 cents per share, which for the purposes of Listing Rule 7.2 (exception 5), represents a discount of 11.9% to the 5-day VWAP of \$0.6811 over the 5 trading days in the Company’s shares on the ASX immediately prior to this announcement. The SPP is not underwritten and aims to raise approximately up to A\$500,000.

Key details of the SPP are as follows:

- (a) Each eligible Australian and New Zealand shareholder of the Company who is registered on the Company’s register of shareholders on the Record Date (7.00pm (AEDT), 17 November 2021) will have the opportunity to purchase a minimum of \$1,000 and up to \$30,000 worth of new ordinary shares in the Company at an issue price of 60 cents per share (subject to discretionary scale back) (**SPP Shares**), without incurring brokerage or other transaction charges.
- (b) Eligible holders may subscribe for one of the following parcels: \$1,000, \$2,500, \$5,000, \$7,500, \$10,000, \$15,000, \$20,000, \$25,000 or \$30,000.
- (c) The SPP Shares will rank equally with all existing ordinary shares.
- (d) The Company, in its absolute discretion, may accept oversubscriptions above the targeted amount of A\$500,000 or may scale-back applications for SPP Shares.

- (e) The offers under the SPP are non-renounceable and non-transferable and, therefore, eligible shareholders cannot transfer their right to purchase SPP Shares to a third party.
- (f) The SPP Offer Booklet and accompanying application form are expected to be despatched on or around Monday, 22 November 2021, and a copy of which will be available on ASX.
- (g) The SPP is currently scheduled to close on Friday, 10 December 2021 however, the timetable is subject to change and therefore shareholders are encouraged to lodge their applications ahead of the advertised Closing Date.

Key dates for the Placement and SPP*

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| SPP Record Date | Wednesday, 17 November 2021 |
| Placement and SPP announced to ASX | Thursday, 18 November 2021 |
| Despatch of SPP Offer Booklet and SPP Opening Date | Monday, 22 November 2021 |
| Allotment of Tranche 1 of Placement Shares | Friday, 26 November 2021 |
| SPP Closing Date | Friday, 10 December 2021 |
| Issue of SPP Shares | Friday, 17 December 2021 |
| Despatch of shareholding statements | Monday, 20 December 2021 |
| SPP Shares commence trading on ASX | Monday, 20 December 2021 |
| AGM | Friday, 14 January 2022 |
| Allotment of Tranche 2 of Placement Shares | Monday, 24 January 2022 |

* Please note, the dates set out above are indicative only and are subject to change without notice. Any change in the timetable does not affect any rights or obligations you have as a result of accepting the SPP.

As a result of a decrease in the Company's Net Tangible Assets position as at June 30, 2021, the Company ([TNYE](#)) which trades on OTC Markets, has been changed from OTCQX to OTCQB.

The announcement was approved for release by the TNY Board.

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About Tinybeans Group

Tinybeans Group Limited (ASX:TNY, OTCQB:TNYF) is a leading app and web platform enabling parents to capture their children's everyday memories and share them privately with families everywhere. The platform provides rich recommendations that spark everyday family inspiration for what to do, what to buy, and which services to use for their children's needs.

Being twice named Apple's App of the Day in the U.S. puts Tinybeans in the elite company of the best apps in the world! Plus, Tinybeans became Apple's #1 content partner and exclusive parenting partner for one of their newest products, Apple Guides. With over 80+ partners and 1,000+ Guides on the platform, Tinybeans is the 5th most read on the platform (total views of Guides content).

Tinybeans serves a deeply engaged user base in over 100 countries/territories and enjoys over 130,000 5-star reviews in the Apple App Store and the Google Play stores.

www.tinybeans.com