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ASX RELEASE

14 December 2021

Notice of 2021 Annual General Meeting ("Notice") and related documents

Tinybeans Group Limited (ASX: TNY) (OTCQB: TNYYF) ("Tinybeans" or "the Company"), an inclusive, informative, go-to resource for all things parenting, attaches the following documents in relation to its 2021 Annual General Meeting:

1. Letter to Shareholders in relation to the Notice;
2. Notice; and
3. Proxy Form.

The Company advises that the Letter to Shareholders and Proxy Form is being dispatched to Shareholders today.

The announcement was approved for release by David Hwang, Company Secretary of Tinybeans.

For more information, please contact:

David Hwang
Company Secretary
Ph: +61 2 8072 1400

About Tinybeans Group

Tinybeans Group Limited (ASX:TNY, OTCQB:TNYYF) 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

tinybeans

Dear Shareholder

Re: Annual General Meeting – Letter to Shareholder

Tinybeans Group Limited (ASX: TNY) (OTCQB: TNYYF) ("Tinybeans" or "the Company"), an inclusive, informative, go-to resource for all things parenting advises that an Annual General Meeting of Shareholders will be held at 9:00am (AEDT) on Friday, 14 January 2022 at Level 5, 126 Phillip Street, Sydney, NSW, 2000 (**AGM**).

In holding its 2021 AGM in January 2022 the Company is relying on the *ASIC Corporations (Extension of Time to Hold AGMs) Instrument 2021/770* which provides all public companies with balance dates between 21 February 2021 and 7 July 2021 an additional two months to hold their annual general meeting.

In accordance with the *Treasury Laws Amendment (2021 Measures No.1) Act 2021*, the Company will not be dispatching physical copies of the Notice of AGM (**Notice**) to Shareholders. **The Notice is being made available to Shareholders electronically and can be viewed and downloaded online at the following link**:

https://web.automic.com.au/er/public/api/documents/TNY?fileName=211214_TNY__2021_AGM_NOM__FINAL_.pdf

Alternatively, the Notice will also be available on the Company's ASX market announcements page (ASX: TNY).

Due to the COVID-19 pandemic, the Company may be bound to adhere to any government restrictions on gatherings in place at the date of the AGM. This could result in the number of people attending the AGM being restricted. Although the Company intends for all attendees to have access to the AGM, should numbers need to be restricted, Shareholders will be given priority.

Given the uncertainty surrounding the COVID-19 pandemic, by the time this letter is received by Shareholders, circumstances may have changed but the Notice is given based on circumstances as of 14 December 2021. Accordingly, should circumstances change, the Company will make an announcement on the ASX market announcements platform and on the Company's website at: https://tinybeans.com/investors/. Shareholders are urged to monitor the ASX announcements platform and the Company's website.

Shareholders will be able to vote and ask questions at the meeting. All resolutions will be decided on a poll. The poll will be conducted based on votes submitted by proxy and at the AGM.

The AGM will also be made available via a live webcast, so that those Shareholders who are unable to attend in person can view the proceedings. If you wish to view the AGM, please pre-register in advance here:

https://us02web.zoom.us/webinar/register/WN_2V2m-v2VQuqzAenxRpjn3g

For the avoidance of doubt, the webcast will not enable Shareholders to vote or ask questions at the AGM, it is a means to allow Shareholders and others to view the proceedings only. Shareholders who are not able to attend the AGM in person but would like to vote or ask questions are encouraged to lodge their proxy vote (instructions detailed below) or submit a question in advance of the AGM by email to the Company Secretary at david.hwang@automicgroup.com.au.

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Your vote is important

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

To vote in person, attend the AGM on the date and at the place set out above. Alternatively, Shareholders are strongly encouraged to complete and submit their vote by proxy by using one of the following methods:

Online	Lodge the Proxy Form online at https://investor.automic.com.au/#/loginsah by following the instructions: Log into the Automic website using the holding details as shown on the Proxy Form. Click on 'View Meetings' – 'Vote'. To use the online lodgement facility, Shareholders will need their holder number (Securityholder Reference Number (SRN) or Holder Identification Number (HIN)) as shown on the front of the Proxy Form.
By post	Completing the enclosed Proxy Form and posting it to: Automic, GPO Box 5193, Sydney NSW 2001
By hand	Completing the enclosed Proxy Form and delivering it by hand to: Automic, Level 5, 126 Phillip Street, Sydney NSW 2000
By email	Completing the enclosed Proxy Form and emailing it to: meetings@automicgroup.com.au

Your Proxy instruction must be received not later than 48 hours before the commencement of the AGM. **Proxy Forms received later than this time will be invalid.**

The Chair intends to vote all open proxies in favour of all resolutions, where permitted.

This letter has been authorised for release by the Board.

Yours Faithfully,

David Hwang

Company Secretary

For further information, please contact:

David Hwang – Company Secretary

+61 2 8072 1400

Automic Registry Services

Ph: 1300 288 664 (callers within Australia) or +61 2 9698 5414 (callers outside of Australia)

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Tinybeans Group Ltd
Level 5, 126 Phillip Street
Sydney NSW 2000
ACN: 168 481 614

https://tinybeans.com/

Tinybeans Group Ltd

Notice of 2021 Annual General Meeting

Explanatory Statement | Proxy Form

Friday, 14 January 2022

9:00AM AEDT

Automic Group
Level 5
126 Phillip Street
SYDNEY NSW 2000

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

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Proxy Form	Attached

Important Information for Shareholders about the Company's 2021 AGM

Given the uncertainty surrounding the COVID-19 pandemic, by the time this Notice is received by Shareholders, circumstances may have changed, however, this Notice is given based on circumstances as at 14 December 2021.

Accordingly, should circumstances change, the Company will make an announcement on the ASX market announcements platform and on the Company's website at https://tinybeans.com/ . Shareholders are urged to monitor the ASX announcements platform and the Company's website.

Venue and Voting Information

The Annual General Meeting of the Shareholders to which this Notice of Meeting relates will be held at 9:00am (AEDT) on Friday, 14 January 2022 at the offices of Automic Group, Level 5, 126 Phillip Street, Sydney, NSW 2000.

Due to the COVID-19 pandemic, the Company may be bound to adhere to any government restrictions on gatherings in place at the date of the Annual General Meeting. This could result in the number of people attending the Meeting being restricted. Although the Company intends for all attendees to have access to the Annual General Meeting, should numbers need to be restricted, Shareholders will be given priority.

Shareholders are encouraged to submit questions in advance of the Meeting to the Company. Questions must be submitted in writing to the Company Secretary, David Hwang, at david.hwang@automicgroup.com.au at least 48 hours before the Annual General Meeting.

The Company will also provide Shareholders with the opportunity to ask questions during the Meeting in respect to the formal items of business as well as general questions in respect to the Company and its business.

The Company will also webcast the Meeting for Shareholders who are not able to attend in person. For the avoidance of doubt, the webcast will not enable Shareholders to vote or ask questions at the meeting, it is a means to allow Shareholders and others to view the proceedings only. Shareholders who are not able to attend the meeting in person but would like to vote or ask questions are encouraged to lodge their proxy vote (instructions detailed below) or submit a question in advance of the meeting by email to the Company Secretary at david.hwang@automicgroup.com.au. Shareholders wishing to view the webcast of the AGM can register in advance of the Meeting at the following link:

https://us02web.zoom.us/webinar/register/WN_2V2m-v2VQuqzAenxRpjn3g

After registering, you will receive a confirmation email containing information about joining the meeting.

Your vote is important

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

Voting in person

To vote in person, attend the Annual General Meeting on the date and at the place set out above.

Voting by proxy

To vote by proxy, please use one of the following methods:

Online	Lodge the Proxy Form online at https://investor.automic.com.au/#/loginsah by following the instructions: Login to the Automic website using the holding details as shown on the Proxy Form. Click on 'View Meetings' – 'Vote'. To use the online lodgement facility, Shareholders will need their holder number (Securityholder Reference Number (SRN) or Holder Identification Number (HIN)) as shown on the front of the Proxy Form.
By post	Automic, GPO Box 5193, Sydney NSW 2001
By hand	Automic, Level 5, 126 Phillip Street, Sydney NSW 2000
By email	Completing the enclosed Proxy Form and emailing it to: meetings@automicgroup.com.au

Your Proxy instruction must be received not later than 48 hours before the commencement of the Meeting. **Proxy Forms received later than this time will be invalid.**

Power of Attorney

If the proxy form is signed under a power of attorney on behalf of a shareholder, then the attorney must make sure that either the original power of attorney or a certified copy is sent with the proxy form, unless the power of attorney has already provided it to the Share Registry.

Corporate Representatives

If a representative of a corporate shareholder or a corporate proxy will be attending the Meeting, the representative should bring to the Meeting adequate evidence of their appointment, unless this has previously been provided to the Share Registry.

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Notice of Annual General Meeting

Notice is hereby given that an Annual General Meeting of Shareholders of Tinybeans Group Ltd ACN 168 481 614 will be held at 9:00am (AEDT) on Friday, 14 January 2022 at the offices of Automic Group, Level 5, 126 Phillip Street, Sydney, NSW 2000 **(Meeting)**.

The Company confirms that it is relying on *ASIC Corporations (Extension of Time to Hold AGMs) Instrument 2021/770* which provides all public companies with balance dates between 21 February 2021 and 7 July 2021 an additional two months to hold their annual general meeting.

The Explanatory Statement to this Notice of Meeting provides additional information on matters to be considered at the Annual General Meeting. The Explanatory Statement and the Proxy Form forms part of this Notice of Meeting.

The Directors have determined pursuant to Regulation 7.11.37 of the *Corporations Regulations 2001* (Cth) that the persons eligible to vote at the Annual General Meeting are those who are registered Shareholders at 7:00pm (AEDT) on Wednesday 12 January 2022.

Terms and abbreviations used in this Notice of Meeting and Explanatory Statement are defined in the Glossary.

Agenda

Ordinary business

Financial statements and reports

"To receive and to consider the Annual Financial Report of the Company for the financial year ended 30 June 2021 together with the declaration of the Directors, the Directors' Report, the Remuneration Report and the Auditor's Report for that financial year."

Note: This item of ordinary business is **for discussion only and is not a resolution**.

Pursuant to the Corporations Act, Shareholders will be given a reasonable opportunity at the Meeting to ask questions about, or make comments in relation to, each of the aforementioned reports during consideration of these items.

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Resolutions

Remuneration Report

1. **Resolution 1** – Adoption of Remuneration Report

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

"That, for the purpose of Section 250R(2) of the Corporations Act and for all other purposes, approval is given for the adoption of the Remuneration Report as contained in the Company's Annual Financial Report for the financial year ended 30 June 2021."

Note: The vote on this Resolution is advisory only and does not bind the Directors or the Company.

Voting Exclusion Statement: In accordance with the Corporations Act, the Company will disregard any votes cast on Resolution 1 by or on behalf of a member of the Company's key management personnel (including the Directors), whose remuneration details are included in the Remuneration Report (**KMP**), or any of that person's Closely Related Parties (such as close family members and any controlled companies of those persons) (collectively referred to as Restricted Voter). However, the Company need not disregard a vote if:

(a) it is cast by a person as a proxy appointed in writing that specifies how the proxy is to vote on Resolution 1; and

(b) it is not cast on behalf of a Restricted Voter.

If you appoint the person chairing the Meeting (**Chair**) and you are not a Restricted Voter, by submitting the Proxy Form you authorise the person chairing the Meeting to exercise the proxy even though Resolution 1 is connected directly or indirectly with the remuneration of a KMP, and you will be taken to have directed the Chair to vote in accordance with his or her stated intention to vote in favour of Resolution 1. If you do not want your vote exercised in favour of Resolution 1, you should direct the person chairing the Meeting to vote "against", or to abstain from voting on, this Resolution.

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Re-election of Directors

2. **Resolution 2** – Re-election of Kathy Mayor as Director

To consider and, if thought fit, to pass the following resolution, with or without amendment, as an **Ordinary Resolution**:

"That Kathy Mayor, a Director who retires by rotation in accordance with the Company's Constitution and ASX Listing Rule 14.5, and being eligible offers herself for re-election as a Director of the Company, effective immediately."

ASX Listing Rule 7.1A (Additional 10% Capacity)

3. **Resolution 3** – ASX Listing Rule 7.1A Approval of Future Issue of Securities

To consider and, if thought fit, to pass the following resolution as a **Special Resolution**:

"That, for the purposes of ASX Listing Rule 7.1A and for all other purposes, the Shareholders approve the issue of equity securities up to 10% of the issued capital of the Company (at the time of issue) calculated in accordance with the formula prescribed in ASX Listing Rule 7.1A.2 and otherwise on the terms and conditions set out in the Explanatory Statement which accompanies and forms part of this Notice of Meeting."

Voting Exclusion Statement: The Company will disregard any votes cast in favour of Resolution 3 by or on behalf of:

(a) a person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company); or

(b) an Associate of that person or those persons.

However, this does not apply to a vote cast in favour of Resolution 3 by:

(i) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way; or

(ii) the Chair of the Meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or

(iii) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:

- the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and
- the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

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Adoption of Employee Incentive Plan

4. **Resolution 4** – Adoption of Employee Incentive Plan

To consider and, if thought fit, to pass the following resolution, with or without amendment, as an **Ordinary Resolution**:

"That, for the purposes of ASX Listing Rule 7.2 (exception 13(b)), and for all other purposes, the Shareholders of the Company approve the adoption of an Employee Incentive Plan, on the terms and conditions set out in the Explanatory Statement which accompanies and forms part of this Notice of Meeting."

Voting Exclusion Statement: The Company will disregard any votes cast in favour of Resolution 4 by or on behalf of:

(a) a person who is eligible to participate in the Employee Incentive Plan; or

(b) an Associate of that person or those persons.

However, this does not apply to a vote cast in favour of Resolution 4 by:

(i) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way; or

(ii) the Chair of the Meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or

(iii) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:

- the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and
- the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Voting Prohibition Statement: In accordance with section 250BD of the Corporations Act, a person appointed as a proxy must not vote, on the basis of that appointment, on Resolution 4 if:

(a) the proxy is either:
  (i) a member of the Company's Key Management Personnel; or
  (ii) a closely related party of a member of the Company's Key Management Personnel; and

(b) the appointment does not specify the way the proxy is to vote on the resolution.

However, the above prohibition does not apply if:

(a) the proxy is the Chair of the Meeting; and

(b) the appointment expressly authorises the Chair to exercise the proxy even if the Resolution is connected directly or indirectly with remuneration of a member of the Company's Key Management Personnel.

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Approval of Issue of Shares to Directors of the Company

5. **Resolution 5** – Approval of Issue of Shares to John Dougall (or his nominee), Director of the Company

To consider and, if thought fit, to pass the following resolution, with or without amendment, as an **Ordinary Resolution**:

"That, for the purposes of ASX Listing Rule 10.11 and for all other purposes, the Shareholders of the Company approve the issue and allotment of 53,292 fully paid ordinary shares in lieu of Directors' fees to John Dougall, Director of the Company (or his nominee), and otherwise on the terms and conditions set out in the Explanatory Statement which accompanies and forms part of this Notice of Meeting."

Voting Exclusion Statement: The Company will disregard any votes cast in favour of Resolution 5 by or on behalf of:

(a) a person who is to expected to receive the securities as a result of the proposed issue;

(b) a person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the Company); or

(c) an Associate of that person or those persons described in (a) or (b).

However, this does not apply to a vote cast in favour of Resolution 5 by:

(i) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with direction given to the proxy or attorney to vote on the Resolution in that way; or

(ii) the Chair of the Meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or

(iii) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:

- the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and
- the holder vote on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Voting Prohibition Statement: In accordance with section 250BD of the Corporations Act, a person appointed as a proxy must not vote, on the basis of that appointment, on Resolution 5 if:

(a) the proxy is either:
  (i) a member of the Company's Key Management Personnel; or
  (ii) a closely related party of a member of the Company's Key Management Personnel; and

(b) the appointment does not specify the way the proxy is to vote on the resolution.

However, the above prohibition does not apply if:

(a) the proxy is the Chair of the Meeting; and

(b) the appointment expressly authorises the Chair to exercise the proxy even if the Resolution is connected directly or indirectly with remuneration of a member of the Company's Key Management Personnel.

6. **Resolution 6** – Approval of Issue of Shares to Andrew Whitten (or his nominee), Director of the Company

To consider and, if thought fit, to pass the following resolution, with or without amendment, as an **Ordinary Resolution:**

"That, for the purposes of ASX Listing Rule 10.11 and for all other purposes, the Shareholders of the Company approve the issue and allotment of 31,975 fully paid ordinary shares in lieu of Directors' fees to Andrew Whitten, Director of the Company (or his nominee), and otherwise on the terms and conditions set out in the Explanatory Statement which accompanies and forms part of this Notice of Meeting."

Voting Exclusion Statement: The Company will disregard any votes cast in favour of Resolution 6 by or on behalf of:

(a) a person who is to expected to receive the securities as a result of the proposed issue;

(b) a person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the Company); or

(c) an Associate of that person or those persons described in (a) or (b).

However, this does not apply to a vote cast in favour of Resolution 6 by:

(i) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with direction given to the proxy or attorney to vote on the Resolution in that way; or

(ii) the Chair of the Meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or

(iii) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:

- the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and
- the holder vote on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Voting Prohibition Statement: In accordance with section 250BD of the Corporations Act, a person appointed as a proxy must not vote, on the basis of that appointment, on Resolution 6 if:

(a) the proxy is either:
  (i) a member of the Company's Key Management Personnel; or
  (ii) a closely related party of a member of the Company's Key Management Personnel; and

(b) the appointment does not specify the way the proxy is to vote on the resolution.

However, the above prohibition does not apply if:

(a) the proxy is the Chair of the Meeting; and

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(b) the appointment expressly authorises the Chair to exercise the proxy even if the Resolution is connected directly or indirectly with remuneration of a member of the Company's Key Management Personnel.

7. **Resolution 7** – Approval of Issue of Shares to Kathy Mayor (or her nominee), Director of the Company

To consider and, if thought fit, to pass the following resolution, with or without amendment, as an **Ordinary Resolution:**

"That, for the purposes of ASX Listing Rule 10.11 and for all other purposes, the Shareholders of the Company approve the issue and allotment of 21,577 fully paid ordinary shares in lieu of Directors' fees to Kathy Mayor, Director of the Company (or her nominee), and otherwise on the terms and conditions set out in the Explanatory Statement which accompanies and forms part of this Notice of Meeting."

Voting Exclusion Statement: The Company will disregard any votes cast in favour of Resolution 7 by or on behalf of:

(a) a person who is to expected to receive the securities as a result of the proposed issue;

(b) a person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the Company); or

(c) an Associate of that person or those persons described in (a) or (b).

However, this does not apply to a vote cast in favour of Resolution 7 by:

(i) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with direction given to the proxy or attorney to vote on the Resolution in that way; or

(ii) the Chair of the Meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or

(iii) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:

- the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and
- the holder vote on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Voting Prohibition Statement: In accordance with section 250BD of the Corporations Act, a person appointed as a proxy must not vote, on the basis of that appointment, on Resolution 7 if:

(a) the proxy is either:
  (i) a member of the Company's Key Management Personnel; or
  (ii) a closely related party of a member of the Company's Key Management Personnel; and

(b) the appointment does not specify the way the proxy is to vote on the resolution.

However, the above prohibition does not apply if:

(a) the proxy is the Chair of the Meeting; and

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(b) the appointment expressly authorises the Chair to exercise the proxy even if the Resolution is connected directly or indirectly with remuneration of a member of the Company's Key Management Personnel.

8. **Resolution 8** – Approval of Issue of Shares to Andrea Cutright (or her nominee), Director of the Company

To consider and, if thought fit, to pass the following resolution, with or without amendment, as an **Ordinary Resolution:**

"That, for the purposes of ASX Listing Rule 10.11 and for all other purposes, the Shareholders of the Company approve the issue and allotment of 21,577 fully paid ordinary shares in lieu of Directors' fees to Andrea Cutright, Director of the Company (or her nominee) and otherwise on the terms and conditions set out in the Explanatory Statement which accompanies and forms part of this Notice of Meeting."

Voting Exclusion Statement: The Company will disregard any votes cast in favour of Resolution 8 by or on behalf of:

(a) a person who is to expected to receive the securities as a result of the proposed issue;

(b) a person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the Company); or

(c) an Associate of that person or those persons described in (a) or (b).

However, this does not apply to a vote cast in favour of Resolution 8 by:

(i) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with direction given to the proxy or attorney to vote on the Resolution in that way; or

(ii) the Chair of the Meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or

(iii) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:

- the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and
- the holder vote on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Voting Prohibition Statement: In accordance with section 250BD of the Corporations Act, a person appointed as a proxy must not vote, on the basis of that appointment, on Resolution 8 if:

(a) the proxy is either:
  (i) a member of the Company's Key Management Personnel; or
  (ii) a closely related party of a member of the Company's Key Management Personnel; and

(b) the appointment does not specify the way the proxy is to vote on the resolution.

However, the above prohibition does not apply if:

(a) the proxy is the Chair of the Meeting; and

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(b) the appointment expressly authorises the Chair to exercise the proxy even if the Resolution is connected directly or indirectly with remuneration of a member of the Company's Key Management Personnel.

9. **Resolution 9** – Approval of Issue of Shares to Edward Geller (or his nominee), Director of the Company

To consider and, if thought fit, to pass the following resolution, with or without amendment, as an **Ordinary Resolution:**

"That, for the purposes of ASX Listing Rule 10.11 and for all other purposes, the Shareholders of the Company approve the issue and allotment of 50,972 fully paid ordinary shares in lieu of Directors' fees to Edward Geller, Director of the Company (or his nominee), and otherwise on the terms and conditions set out in the Explanatory Statement which accompanies and forms part of this Notice of Meeting."

Voting Exclusion Statement: The Company will disregard any votes cast in favour of Resolution 9 by or on behalf of:

(a) a person who is to expected to receive the securities as a result of the proposed issue;

(b) a person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the Company); or

(c) an Associate of that person or those persons described in (a) or (b).

However, this does not apply to a vote cast in favour of Resolution 9 by:

(i) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with direction given to the proxy or attorney to vote on the Resolution in that way; or

(ii) the Chair of the Meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or

(iii) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:

- the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and
- the holder vote on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Voting Prohibition Statement: In accordance with section 250BD of the Corporations Act, a person appointed as a proxy must not vote, on the basis of that appointment, on Resolution 9 if:

(a) the proxy is either:
  (i) a member of the Company's Key Management Personnel; or
  (ii) a closely related party of a member of the Company's Key Management Personnel; and

(b) the appointment does not specify the way the proxy is to vote on the resolution.

However, the above prohibition does not apply if:

(a) the proxy is the Chair of the Meeting; and

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(b) the appointment expressly authorises the Chair to exercise the proxy even if the Resolution is connected directly or indirectly with remuneration of a member of the Company's Key Management Personnel.

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Approval to issue Shares to former Directors of the Company

10. **Resolution 10** – Approval of Issue of Shares to Megan Gardner (or her nominee)

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

"That, for the purposes of ASX Listing Rule 7.1 and for all other purposes, the Shareholders of the Company approve the issue and allotment of 17,439 fully paid ordinary shares to Megan Gardner (or her nominee), a former director of the Company and otherwise on the terms and conditions set out in the Explanatory Statement which accompanies and forms part of this Notice of Meeting."

Voting Exclusion Statement: The Company will disregard any votes cast in favour of Resolution 10 by or on behalf of:

(a) a person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company); or

(b) an Associate of that person or those persons.

However, this does not apply to a vote cast in favour of Resolution 10 by:

(i) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way; or

(ii) the Chair of the Meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or

(iii) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:

- the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and
- the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

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11. **Resolution 11** – Approval of Issue of shares to Mary Godfrey (or her nominee)

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

"That, for the purposes of ASX Listing Rule 7.1 and for all other purposes, the Shareholders of the Company approve the issue and allotment of 17,439 fully paid ordinary shares to Mary Godfrey (or her nominee), a former director of the Company and otherwise on the terms and conditions set out in the Explanatory Statement which accompanies and forms part of this Notice of Meeting."

Voting Exclusion Statement: The Company will disregard any votes cast in favour of Resolution 11 by or on behalf of:

(a) a person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company); or

(b) an Associate of that person or those persons.

However, this does not apply to a vote cast in favour of Resolution 11 by:

(i) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way; or

(ii) the Chair of the Meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or

(iii) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:

- the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and
- the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Ratification of Prior Issue of Tranche 1 Placement Shares

12. **Resolution 12** – Ratification of Prior Issue of Tranche 1 Placement Shares issued under ASX Listing Rule 7.1

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

"That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, the Shareholders ratify the allotment and prior issue of 6,938,988 fully paid ordinary shares issued on 26 November 2021 and otherwise on the terms and conditions set out in the Explanatory Statement which accompanies and forms part of this Notice of Meeting."

Voting Exclusion Statement: The Company will disregard any votes cast in favour of Resolution 12 by or on behalf of:

(a) a person who participated in the issue or is a counterparty to the agreement being approved; or

(b) an Associate of that person or those persons.

However, this does not apply to a vote cast in favour of Resolution 12 by:

(i) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way; or

(ii) the Chair of the Meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or

(iii) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:

- the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and
- the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

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13. **Resolution 13** – Ratification of Prior Issue of Tranche 1 Placement Shares issued under ASX Listing Rule 7.1A

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

"That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, the Shareholders ratify the allotment and prior issue of 4,629,012 fully paid ordinary shares issued on 26 November 2021 and otherwise on the terms and conditions set out in the Explanatory Statement which accompanies and forms part of this Notice of Meeting."

Voting Exclusion Statement: The Company will disregard any votes cast in favour of Resolution 13 by or on behalf of:

(a) a person who participated in the issue or is a counterparty to the agreement being approved; or

(b) an Associate of that person or those persons.

However, this does not apply to a vote cast in favour of Resolution 13 by:

(i) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way; or

(ii) the Chair of the Meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or

(iii) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:

- the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and
- the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

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Approval of Issue of Tranche 2 Placement Shares

14. **Resolution 14** – Approval of Issue of Tranche 2 Placement Shares

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

"That, for the purposes of ASX Listing Rule 7.1 and for all other purposes, the Shareholders of the Company approve the issue and allotment of 1,765,334 fully paid ordinary shares comprising Tranche 2 of the Placement, and otherwise on the terms and conditions set out in the Explanatory Statement which accompanies and forms part of this Notice of Meeting."

Voting Exclusion Statement: The Company will disregard any votes cast in favour of Resolution 14 by or on behalf of:

(a) a person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company); or

(b) an Associate of that person or those persons.

However, this does not apply to a vote cast in favour of Resolution 14 by:

(i) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way; or

(ii) the Chair of the Meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or

(iii) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:

- the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and
- the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

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Conversion of Debt to Equity

15. **Resolution 15** – Approval to Issue Conversion Shares to Edward Geller (or his nominee), Director of the Company

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

*"That, for the purposes of ASX Listing Rule 10.11 and for all other purposes, the Shareholders of the Company approve the issue and allotment of 712,305 fully paid ordinary shares (**Conversion Shares**) to Edward Geller (or his nominee), a director of the Company, and otherwise on the terms and conditions set out in the Explanatory Statement which accompanies and forms part of this Notice of Meeting."*

Voting Exclusion Statement: The Company will disregard any votes cast in favour of Resolution 15 by or on behalf of:

(a) a person who is to expected to receive the securities as a result of the proposed issue;

(b) a person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the Company); or

(c) an Associate of that person or those persons described in (a) or (b).

However, this does not apply to a vote cast in favour of Resolution 15 by:

(i) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with direction given to the proxy or attorney to vote on the Resolution in that way; or

(ii) the Chair of the Meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or

(iii) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:

- the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and
- the holder vote on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

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Maximum Aggregate Amount of Non-Executive Directors' Fees

16. **Resolution 16** – Approval to Increase the Maximum Aggregate Amount of Non-Executive Directors' Fees

To consider and if thought fit, to pass the following resolution as a **Ordinary Resolution**:

"That, for the purposes of ASX Listing Rule 10.17 and for all other purposes, the maximum aggregate amount of remuneration that may be paid to the Company's non-executive directors in any financial year is increased by $200,000, from $500,000 to $700,000, effective immediately."

Voting Exclusion Statement: The Company will disregard any votes cast in favour of Resolution 16 by or on behalf of:

(a) any Director of the Company; or

(b) an Associate of that person or those persons.

However, this does not apply to a vote cast in favour of Resolution 16 by:

(i) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way; or

(ii) the Chair of the meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or

(iii) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:

- the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and
- the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Voting Prohibition Statement: In accordance with section 250BD of the Corporations Act, a person appointed as a proxy must not vote, on the basis of that appointment, on Resolution 16 if:

(a) the proxy is either:
  (i) a member of the Company's Key Management Personnel; or
  (ii) a closely related party of a member of the Company's Key Management Personnel; and

(b) the appointment does not specify the way the proxy is to vote on the resolution.

However, the above prohibition does not apply if:

(a) the proxy is the Chair of the Meeting; and

(b) the appointment expressly authorises the Chair to exercise the proxy even if the Resolution is connected directly or indirectly with remuneration of a member of the Company's Key Management Personnel.

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Appointment of Auditor

17. **Resolution 17** – Appointment of Auditor

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

"That, for the purposes of section 327B(1) of the Corporations Act and for all other purposes, Grant Thornton Audit Pty Limited ACN 130 913 594, having been nominated by shareholders and consented in writing to act as auditor of the Company, be appointed as auditor of the Company, effective immediately."

BY ORDER OF THE BOARD

David Hwang
Company Secretary

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Explanatory Statement

This Explanatory Statement has been prepared for the information of the Shareholders in connection with the business to be conducted at the Annual General Meeting to be held at 9:00am (AEDT) on Friday, 14 January 2022, at the offices of Automic Group, Level 5, 126 Phillip Street, Sydney, NSW, 2000.

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

If you are in any doubt about what to do in relation to the Resolutions contemplated in the Notice of Meeting and this Explanatory Statement, it is recommended that you seek advice from an accountant, solicitor or other professional advisor.

Full details of the business to be considered at the Annual General Meeting are set out below.

Agenda

Ordinary business

Financial statements and reports

In accordance with the Constitution and the Corporations Act, the business of the Annual General Meeting will include receipt and consideration of the Annual Financial Report of the Company for the financial year ended 30 June 2021 together with the declaration of the Directors, the Director's Report, the Remuneration Report and the Auditor's Report.

In accordance with the amendments to the Corporations Act, the Company is no longer required to provide a hard copy of the Company's Annual Financial Report to Shareholders unless a Shareholder has specifically elected to receive a printed copy.

Whilst the Company will not provide a hard copy of the Company's Annual Financial Report unless specifically requested to do so, Shareholders may view the Company Annual Financial Report on its website at https://tinybeans.com/.

No resolution is required for this item, but Shareholders will be given the opportunity to ask questions and to make comments on the management and performance of the Company.

The Company's auditor will be present at the Meeting. During the discussion of this item, the auditor will be available to answer questions on the:

- Conduct of the audit;
- Preparation and content of the Auditor's Report;
- Accounting policies adopted by the Company in relation to the preparation of the financial statements; and
- Independence of the auditor in relation to the conduct of the audit.

Written questions of the auditor

If you would like to submit a written question about the content of the Auditor's Report or the conduct of the audit of the Annual Financial Report of the Company's auditor, please send your question to the Company Secretary at david.hwang@automicgroup.com.au. A list of qualifying questions will be made available at the Meeting.

Please note that all written questions must be received at least five business days before the Meeting, which is by Friday, 10 January 2022.

Resolutions

Remuneration Report

Resolution 1 – Adoption of Remuneration Report

In accordance with section 250R(2) of the Corporations Act, the Company is required to present to its Shareholders the Remuneration Report as disclosed in the Company's Annual Financial Report.

The vote on the Resolution is advisory only and does not bind the Directors or the Company. The Remuneration Report is set out in the Company's Annual Financial Report and is also available on the Company's website at https://tinybeans.com/.

However, if at least 25% of the votes cast are against the adoption of the Remuneration Report at the Meeting (subject of this Notice of Meeting), and then again at the 2022 Annual General Meeting (**2022 AGM**), the Company will be required to put to the vote a resolution (**Spill Resolution**) at the 2022 AGM to approve the calling of a further meeting (**Spill Meeting**). If more than 50% of Shareholders vote in favour of the Spill Resolution, the Company must convene the Spill Meeting within 90 days of the 2022 AGM. All of the Directors who were in office when the 2022 Directors' Report was approved, other than the Managing Director, will (if desired) need to stand for re-election at the Spill Meeting.

The Remuneration Report explains the Board's policies in relation to the nature and level of remuneration paid to KMPs (including Directors) and sets out remuneration details, service agreements and the details of any share-based compensation.

Voting

Note that a voting exclusion applies to Resolution 1 in the terms set out in the Notice of Meeting. In particular, the Directors and other Restricted Voters must not vote on this Resolution and must not cast a vote as proxy, unless the appointment gives a direction on how to vote, or the proxy is given to the Chair and you submit the Proxy Form, authorising the Chair to exercise the proxy even though Resolution 1 is connected directly or indirectly with the remuneration of a KMP and that in doing so you will be taken to have directed the Chair to vote in accordance with the Chair's stated intention to vote in favour of Resolution 1.

Shareholders are urged to read carefully the Proxy Form and to provide a direction to the proxy on how to vote on this Resolution.

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Re-election of Director

Resolution 2 – Re-election of Kathy Mayor as Director

The Company's Constitution requires that, if no directors are required to retire as a result of being appointed as an additional director by the Board, or because they have held office beyond the third annual general meeting at which the director was last elected or re-elected, then the director who has held office longest without re-election must retire and is eligible to stand for re-election. The Constitution further provides that if 2 or more directors have held office for the same period of time, the director to retire must be determined by agreement, or failing agreement, by lot. The current non-executive directors were either elected or re-elected at the 2020 Annual General Meeting. It has been agreed that Ms Kathy Mayor will retire by rotation at this Meeting.

ASX Listing Rule 14.5 also provides that an entity which has Directors must hold an election of Directors at each annual general meeting.

Ms Mayor appointed a Director of the Company on 28 October 2020 and was elected by Shareholders at the 2020 AGM.

Under this Resolution, Ms Mayor has elected to retire by rotation, and being eligible, seeks re-election as a Director of the Company at this AGM.

Ms Mayor is currently the Chief Commercial Officer at Nutrient and a Non-Executive Director of Phunware. Two-times Chief Marketing Officer and one-time Chief Digital Officer at Fortune 500 companies, she has experience across qualitative brand-building and storytelling, quantitative planning and performance marketing, and ever-innovating product management and marketing technology. Kathy has previously been on the Pinterest Advisory Board as well as the ABS-CBN Digital Advisory Board.

Directors' recommendation

The Directors (excluding Ms Mayor) recommend that Shareholders vote for this Resolution.

ASX Listing Rule 7.1A

Resolution 3 – ASX Listing Rule 7.1A Approval of Future Issue of Securities

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

Under Listing Rule 7.1A, however, an eligible entity can seek approval from its members, by way of a special resolution passed at its annual general meeting, to add an additional 10% capacity.

An eligible entity for the purposes of Listing Rule 7.1A is an entity that is not included in the S&P/ASX 300 Index and has a market capitalisation less than the amount prescribed by ASX (currently $300 million).

As at 2 December 2021, the Company had a market capitalisation of approximately $32.11million and therefore is an eligible entity. If at the time of the Meeting the Company is no longer an eligible entity this Resolution will be withdrawn.

This Resolution seeks Shareholder approval by way of a special resolution for the Company to have the additional 10% capacity provided for in Listing Rule 7.1A to issue equity securities without Shareholder approval.

If this Resolution is passed, the Company will be able to issue equity securities up to the combined

25% limit in Listing Rules 7.1 and 7.1A without any further Shareholder approval.

If this Resolution is not passed, the Company will not be able to access the additional 10% capacity to issue equity securities without Shareholder approval provided for in Listing Rule 7.1A and will remain subject to the 15% limit on issuing equity securities without Shareholder approval set out in Listing Rule 7.1.

Information Required by ASX Listing Rule 7.3A

The following information is provided to Shareholders for the purposes of Listing Rule 7.3A.

Period for which the approval will be valid

An approval under this Listing Rule 7.1A commences on the date of the annual general meeting at which the approval is obtained and expires on the first to occur of the following:

(a) the date which is 12 months after the date of the annual general meeting at which the approval is obtained;

(b) the time and date of the entity's next annual general meeting; and

(c) the time and date on which Shareholders approve a transaction under Listing Rule 11.1.2 (a significant change to the nature or scale of activities) or 11.2 (disposal of main undertaking).

Minimum price at which the equity securities may be issued under Listing Rule 7.1A

Any equity securities issued under Listing Rule 7.1A.2 must be an existing quoted class of the Company's equity securities and issued for cash consideration.

The issue price per equity security must not be less than 75% of the volume weighted average market price of the equity securities in that class, calculated over 15 trading days on which trades in that class were recorded immediately before:

(a) the date on which the price at the equity securities are to be issued is agreed by the Company and the recipient of the equity securities; and

(b) if the equity securities are not issued within 10 trading days of the date in paragraph (a), the date on which the equity securities are issued.

Purposes for which the funds raised by an issue of equity securities under Listing Rule 7.1A may be used

As noted above, any equity securities issued under Listing Rule 7.1A.2 must be issued for cash consideration. Accordingly, every issue of equity securities under Listing Rule 7.1A.2 will have an accompanying proposed use of funds at the time of issue.

As at the date of this Notice, the Company has not formed an intention to offer any equity securities under Listing Rule 7.1A during the Listing Rule 7.1A mandate period, if Shareholders approve this Resolution. However, if Shareholders approved this Resolution and the Company did raise funds from the issue of equity securities under Listing Rule 7.1A, based on the Company's existing plans, the Company considers that the funds may be used for the following purposes:

(a) raising funds to further develop the Company's business;
(b) raising funds to be applied to the Company's working capital requirements; and
(c) paying service providers or consultants of the Company.

Risk of economic and voting dilution to existing ordinary Securityholders

If this Resolution is approved, and the Company issues equity securities under Listing Rule 7.1A, the existing Shareholders' economic and voting power in the Company will be diluted.

There is a risk that:

(a) the market price for the Company's equity securities in that class may be significantly lower on the issue date than on the date of the approval under Listing Rule 7.1A; and

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(b) the equity securities may be issued at a price that is at a discount (as described above) to the market price for the Company's equity securities on the issue date;

which may have an effect on the amount of funds raised by the issue of equity securities under Listing Rule 7.1A.

The table below shows the potential dilution of existing Securityholders on the basis of 3 different assumed issue prices and values for the variable "A" in the formula in rule 7.1A.2:

Variable "A" ASX Listing Rule 7.1A.2		Potential Dilution and Funds Raised		
		$0.285 50% decrease in issue price	**$0.57 issue prices[b]**	**$1.14 100% increase in issue price**
"A" is the number of shares on issue, being 46,290,127 Shares[a]	**10% voting dilution[c]**	4,629,012	4,629,012	4,629,012
	Funds raised	$1,319,269	$2,638,537	$5,277,074
"A" is a 50% increase in shares on issue, being 69,435,190 Shares	**10% voting dilution[c]**	6,943,519	6,943,519	6,943,519
	Funds raised	$1,978,903	$3,957,806	$7,915,612
"A" is a 100% increase in shares on issue, being 92,580,254 Shares	**10% voting dilution[c]**	9,258,025	9,258,025	9,258,025
	Funds raised	$2,638,537	$5,277,074	$10,554,149

Notes:

(a) Based on the total number of fully paid ordinary Shares on issue as at 24 November 2021.

(b) Based on the closing price of the Company's Shares on ASX as at 24 November 2021.

(c) The table assumes that the Company issues the maximum number of ordinary Shares available to be issued under Listing Rule 7.1A.

(d) The table does not show an example of dilution that may be caused to a particular Shareholder by reason of issues of equity securities under Listing Rule 7.1A based on that Shareholder's holding at the date of this Explanatory Statement.

(e) The table shows the effect of an issue of equity securities under Listing Rule 7.1A only, not under the Company's 15% placement capacity under Listing Rule 7.1.

Allocation policy for issues under Listing Rule 7.1A

The Company's allocation policy and the identity of the allottees of equity securities under Listing Rule 7.1A will depend on a number of factors, including:

(a) the Company's intentions in relation to the possible issue of equity securities (for cash consideration) during the Listing Rule 7.1A mandate period;
(b) the structure and timeframe of the capital raising opportunities available to the Company and any alternative methods for raising funds that are available to the Company (such as a pro rata offer or an offer under a share purchase plan);
(c) the potential effect on the control of the Company;
(d) the Company's financial position and the likely future capital requirements; and
(e) advice from the Company's corporate or financial advisors.

Based on the Company's historical cashflow reports and capital raising activities in the past 12 months, the Company considers that it may raise funds during the Listing Rule 7.1A mandate period, although this cannot be guaranteed. As of the date of this Notice, no specific intention to issue equity securities in relation to any parties, investors or existing Securityholders have been formed. In addition, no intentions have been formed in relation to the possible number of issues, or the time frame in which the issues could be made. Subject to the requirements of the Listing Rules and the Corporations Act, the Board of Directors reserve the right to determine at the time of any issue of equity securities under Listing Rule 7.1A, the allocation policy that the Company will

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adopt for that issue.

If and when the determination is made to proceed with an issue of equity securities during the Listing Rule 7.1A mandate period, details regarding the allottees and purposes of issue will be disclosed pursuant to the Company's obligations under Listing Rules 3.10.3 and 7.1A.4.

Offers made under Listing Rule 7.1A may be made to parties (excluding any related parties) including professional and sophisticated investors, existing Shareholders of the Company, clients of Australian Financial Service Licence holders and/or their nominees, or any other person to whom the Company is able to make an offer of equity securities.

Issue or agreement to issue equity securities under Listing Rule 7.1A in the 12 months prior to AGM

The Company has issued or agreed to issue equity securities under Listing Rule 7.1A.2 in the 12 months preceding the AGM. Details of these issues or agreements to issue are set out in the table below:

Number/Class of equity securities issued	**Terms of the securities issued**	**Price and discount to closing market price on the date of issue (if any) or agreement to issue**	**Consideration details**	**Allottees of the Securities**
Issued on 26 November 2021				
4,629,012 fully paid ordinary shares	Issue of shares to institutional and other sophisticated investors under a placement announced by the Company on 18 November 2021. The placement was completed by utilising existing capacity under ASX Listing Rule 7.1 and 7.1A The shares were fully paid on issue and ranked equally in all existing fully paid ordinary shares previously issued by the Company.	Issue price of 60 cents per share. Closing market price on the date of issue was 55 cents.	Cash consideration of $2,777,407 Funds will be used for product development, marketing and general working capital purposes, including supporting Beanstalk	Institutional and other sophisticated investors

Total equity securities issued or agreed to be issued under Listing Rule 7.1A.2 in the 12 months prior to AGM ("A")	4,629,012
Percentage that "A" represents based on the total number of equity securities on issue at the commencement of that 12 month period (fully diluted)	9.14%

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This Resolution is a Special Resolution. For a Special Resolution to be passed, at least 75% of the votes validly cast on the resolution by Shareholders (by number of ordinary shares) must be in favour of this Resolution.

Directors' recommendation

The Board of Directors recommend that Shareholders vote for this Resolution.

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Adoption of Employee Incentive Plan

Resolution 4 – Adoption of Employee Incentive Plan

Background

The Company's Employee Incentive Plan (**Incentive Plan**) was last approved by Shareholders of the Company on 29 October 2018. As of the date of this Meeting, more than three years would have lapsed since this date. Accordingly, the Company seeks Shareholder approval to re-adopt the Incentive Plan for the purposes set out in this Explanatory Statement.

The Incentive Plan enables the Company to offer eligible employees a range of different awards and is intended to promote long term success of the Company, provide a strategic, value based reward for those employees who make a key contribution to that success, align eligible employees' interests with the interests of the Company and promote the retention of key employees.

The awards available under the Incentive Plan include Performance Rights, Options, cash rights, deferred share awards, exempt shares awards, service rights and stock appreciation rights.

A summary of the key terms of the Incentive Plan is set out in Annexure A, and a copy of the rules of the Incentive Plan is available upon request from the Company.

ASX Listing Rules

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

If this Resolution is approved by Shareholders for all purposes under the Corporations Act and the ASX Listing Rules, including ASX Listing Rule 7.2 (exception 13(b)), it will have the effect of enabling the securities issued by the Company under the Incentive Plan to be automatically excluded from the formula to calculate the number of securities which the Company may issue in any 12 month period using Listing Rule 7.1 (15% capacity) during the next three year period.

Since the Incentive Plan was last approved by Shareholders on 29 October 2018, the Company advises that it has issued 3,625,161 unlisted options under the Incentive Plan.

If this Resolution is approved by Shareholders, the Company will issue up to a maximum of 4 million awards under the Incentive Plan during the three year period following approval (for the purposes of exception 13).

Directors Recommendation

The Board of Directors recommend that Shareholders vote for this Resolution.

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Resolutions 5 to 9– Approval of Issue of Shares to Directors of the Company

Background

Resolutions 5 to 9 seek Shareholder approval to issue and allot fully paid ordinary shares (**Director Fee Shares**) to each Director of the Company, in lieu of cash payments for Directors' fees for the period from 1 July 2020 to 30 June 2021, pro-rated for the portion of the year that the relevant director provided services.

Under their respective letters of appointment, each Director of the Company has agreed to receive a portion of their respective Directors' fees as shares in lieu of a cash payment subject to Shareholder approval being obtained at this AGM. The proposed issues will be a cost effective and efficient method to remunerate the Directors and preserve the Company's cash reserves

The number of Director Fee Shares proposed to be issued to each Director is set out in the table below.

Director	Director Fees (to be converted to Director Fee Shares) (AUD)	Issue price per Director Fee Shares (AUD)	Number of Director Fee Shares
John Dougall (**Resolution 5**)	$70,000	$1.3135	53,292
Andrew Whitten (**Resolution 6**)	$42,000	$1.3135	31,975
Kathy Mayor (**Resolution 7**)	$31,586.82	$1.4639	21,577
Andrea Cutright (**Resolution 8**)	$31,586.82	$1.4639	21,577
Edward Geller (**Resolution 9**)	$66,952.33	$1.3135	50,972

Accordingly, Shareholder approval is sought under Resolutions 5 to 9 to issue and allot the Director Fee Shares to each of the Directors for the purposes of ASX Listing Rule 10.11.

Listing Rule 10.11

ASX Listing Rule 10.11 provides that unless one of the exceptions in Listing Rule 10.12 applies, the Company, as a listed company, must not issue equity securities to persons in a position of influence without Shareholder approval.

A person in a position of influence for the purposes of Listing Rule 10.11 includes:

(a) a related party;

(b) a person who is, or was at any time in the 6 months before the issue of agreement, a substantial (30%+) holder in the Company;

(c) a person who is, or was at any time in the 6 months before the issue or agreement, a substantial (10%+) holder in the Company and who has nominated a director to the board of the Company pursuant to a relevant agreement which gives them a right or expectation to do so;

(d) an Associate of a person referred to in (a) to (c) above; and

(e) a person whose relationship with the Company or a person referred to in (a) to (d) above is such that, in the ASX's opinion, the issue or agreement should be approved by Shareholders.

Each of the Directors under Resolutions 5 to 9 is a person in a position of influence for the purposes of Listing Rule 10.11. The proposed issue does not fall within any of the exceptions in Listing Rule 10.12, and therefore requires the approval of the Company's Shareholders under Listing Rule 10.11.

To this end, Resolutions 5 to 9 seeks the required Shareholder approval to issue the Director Fee Shares to each Director of the Company under and for the purposes of Listing Rule 10.11.

If approval is obtained under Listing Rule 10.11, in accordance with Listing Rule 7.2 (exception 14), separate approval is not required under Listing Rule 7.1.

If any of Resolutions 5 to 9 are passed, the Company will be able to proceed with the proposed issue of Director Fee Shares in respect of the relevant Director of the Company to whom that specific Resolution applies.

If any of Resolutions 5 to 9 are not passed, the Company will not be able to proceed with the proposed issue in respect of the relevant Director to whom that specific Resolution applies, and will be required to pay the Directors' fees in cash.

Chapter 2E of the Corporations Act

Chapter 2E of the Corporations Act prohibits the Company from giving a financial benefit to a related party of the Company unless either:

(a) the giving of the financial benefit falls within one of the exceptions to the provisions; or

(b) Shareholder approval is obtained prior to the giving of the financial benefit.

The proposed issue of Director Fee Shares (which is a type of equity security, for the purposes of the Chapter 2E of the Corporations Act) constitutes the giving of a financial benefit.

A "related party" for the purposes of the Corporations Act and the Listing Rules is widely defined and includes a director of a public company, a spouse of a director of a public company or an entity controlled by a director of a public company. The definition of "related party" also includes a person whom there is reasonable grounds to believe will become a "related party" of a public company.

For each Director for whom the issue of Director Fee Shares were considered (which, in all instances were in accordance with their respective letters of appointment), the other non-conflicted Directors considered the proposed issue, and formed the view that the giving of this financial benefit was reasonable remuneration, given the circumstances of the Company, the quantum of the Director Fee Shares (which do not represent an incentive, but reflects the actual Director fees owed to that Director), and the responsibilities held by that Director in the Company.

Accordingly, the Company considers that the issue of Director Fee Shares to each of the Directors falls within the "reasonable remuneration" exception as set out in section 211 of the Corporations Act, and relies on this exception for the purposes of Resolutions 5 to 9. Therefore, the proposed issue of Director Fee Shares requires Shareholder approval under and for the purposes of Listing Rule 10.11 only.

Information required by ASX Listing Rule 10.13

The following information in relation to the issue of the Director Fee Shares is provided to Shareholders for the purposes of ASX Listing Rule 10.13:

(a) The allottees are:

(i) John Dougall (or his nominee) (**Resolution 5**);

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(ii) Andrew Whitten (or his nominee) (**Resolution 6**);

(iii) Kathy Mayor (or her nominee) (**Resolution 7**);

(iv) Andrea Cutright (or her nominee) (**Resolution 8**); and

(v) Edward Geller (or his nominee) (**Resolution 9**).

(b) Each of the persons under Resolutions 5 to 9 is a Director of the Company and falls within the category referred to in Listing Rule 10.11.1.

(c) The maximum number of Director Fee Shares to be issued is as follows:

(i) 53,292 Director Fee Shares to John Dougall (or his nominee) (**Resolution 5**);

(ii) 31,975 Director Fee Shares to Andrew Whitten (or his nominee) (**Resolution 6**);

(iii) 21,577 Director Fee Shares to Kathy Mayor (or her nominee) (**Resolution 7**);

(iv) 21,577 Director Fee Shares to Andrea Cutright (or her nominee) (**Resolution 8**); and

(v) 50,972 Director Fee Shares to Edward Geller (or his nominee) (**Resolution 9**);

(d) The Director Fee Shares will be fully paid on issue and rank equally in all aspects with all existing fully paid ordinary shares previously issued by the Company.

(e) The Director Fee Shares will be issued within 1 month of Shareholder approval being obtained by the Company (or otherwise, as determined by the ASX in the exercise of their discretion).

(f) The Director Fee Shares will be offered for nil cash consideration.

(g) Funds will not be raised from the issue of these Director Fee Shares as the issue is proposed to be made in lieu of cash payments for Director fees.

(h) The current total remuneration package received by each Director is set out in the table below.

Director	**Annual Remuneration**
John Dougall (**Resolution 5**)	A$100,000*
Andrew Whitten (**Resolution 6**)	A$60,000*
Kathy Mayor (**Resolution 7**)	US$50,000
Andrea Cutright (**Resolution 8**)	US$50,000
Eddie Geller (**Resolution 9**)	US$50,000

*Directors fees are inclusive of superannuation

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Issue of fully paid ordinary shares to former directors of the Company

Resolutions 10 & 11 – Approval of Issue of shares to former directors of the Company

Background and Material Terms

Resolutions 10 and 11 seek Shareholder approval to issue and allot fully paid ordinary shares to each of Megan Gardner and Mary Godfrey (or their nominees), both former directors of the Company, in lieu of cash payments for directors' fees for the period from 1 July 2020 to the date of their resignation, 14 December 2020.

Under their respective letters of appointment, each of Ms Gardner and Ms Godfrey agreed to receive a portion of their respective directors' fees as shares in lieu of a cash payment subject to Shareholder approval being obtained at this AGM. The issue price of each share was calculated by reference to the VWAP for the total amount of days in each 12 month period ending on 30 June (or part thereof) that each Ms Gardner and Ms Godfrey provided service to the Company.

The number of shares proposed to be issued to each recipient is set out in the table below.

Former Director	Director Fees (to be converted to Director Fee Shares) (AUD)	Issue price per Director Fee Shares (AUD)	Number of Director Fee Shares
Megan Gardner (**Resolution 10**)	$20,929.49	$1.2001	17,439
Mary Godfrey (**Resolution 11**)	$20,929.49	$1.2001	17,439

As both Ms Gardner and Ms Godfrey resigned from their positions as directors of the Company more than six months prior to the date of this Notice of Meeting, neither of them are considered to be a related party of the Company, and accordingly, prior approval to issue is being sought pursuant to Listing Rule 7.1 and in accordance with their respective letters of appointment.

The effect of Resolution 10 is for Shareholders to approve the issue of 17,439 fully paid ordinary shares to Megan Gardner (or her nominee) (**Gardner Shares**) to fall within an exception to ASX Listing Rule 7.1, which will allow the Company to issue the Gardner Shares without using the Company's 15% capacity under Listing Rule 7.1.

The effect of Resolution 11 is for Shareholders to approve the issue of 17,439 fully paid ordinary shares to Mary Godfrey (or her nominee) (**Godfrey Shares**) to fall within an exception to ASX Listing Rule 7.1, which will allow the Company to issue the Godfrey Shares without using the Company's 15% capacity under Listing Rule 7.1.

ASX Listing Rule 7.1

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

An issue of equity securities that is approved by the Company's Shareholders under Listing Rule 7.1 will not use up the Company's 15% limit and therefore does not reduce the Company's capacity to issue further equity securities without Shareholder approval under Listing Rule 7.1.

The Company wishes to retain as much flexibility as possible to issue additional equity securities

in the future without having to obtain Shareholder approval for such issues under Listing Rule 7.1.

To this end, Resolutions 10 and 11 seek Shareholder approval to approve the issue of the Gardner Shares and Godfrey Shares respectively under and for the purposes of Listing Rule 7.1.

If Resolution 10 is passed, the issue of the Gardner Shares will be excluded in calculating the Company's 15% limit in Listing Rule 7.1 to issue equity securities without Shareholder approval over the 12 month period following the date on which the Gardner Shares are issued.

If Resolution 10 is not passed, the Company will not proceed with the issue of the Gardner Shares and instead will pay the equivalent in cash to the Megan Gardner.

If Resolution 11 is passed, the issue of the Godfrey Shares will be excluded in calculating the Company's 15% limit in Listing Rule 7.1 to issue equity securities without Shareholder approval over the 12 month period following the date on which the Godfrey Shares are issued.

If Resolution 11 is not passed, the Company the Company will not proceed with the issue of Godfrey Shares and instead will pay the equivalent in cash to Mary Godfrey.

Information Required by Listing Rule 7.3

The following information is provided to Shareholders for the purposes of Listing Rule 7.3:

(a) The allottees are:

  i. Megan Gardner (or her nominee) of the Gardner Shares (**Resolution 10**);

  ii. Mary Godfrey (or her nominee) of the Godfrey Shares (**Resolution 11**).

(b) The maximum number of Gardner Shares to be issued is 17,439 fully paid ordinary shares (**Resolution 10**).

(c) The maximum number of Godfrey Shares to be issued is 17,439 fully paid ordinary shares (**Resolution 11**).

(d) Both the Gardner Shares and the Godfrey Shares will be fully paid on issue and rank equally in all aspects with all existing fully paid ordinary shares previously issued by the Company.

(e) Both the Gardner Shares and the Godfrey Shares will be issued by within 3 months of Shareholder approval being obtained by the Company (or otherwise, as determined by the ASX in the exercise of their discretion).

(f) Both the Gardner Shares and the Godfrey Shares will be offered for nil cash consideration.

(g) Funds will not be raised from the issue of the Gardner Shares or the Godfrey Shares as the issue is proposed to be made in lieu of cash payments for director fees.

(h) The material terms are as set out in the background explanatory section above.

Directors' Recommendation

The Board of Directors recommend Shareholders vote for this Resolution.

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Ratification of Prior Issue of Tranche 1 Placement Shares

Resolutions 12 & 13 – Ratification of Prior Issue of Tranche 1 Placement Shares issued under ASX Listing Rule 7.1 and 7.1A

Background

As announced by the Company on 18 November 2021, the Company received commitments from sophisticated and professional investors via a placement of 13,333,334 new fully paid ordinary shares at an issue price of 60 cents (A$0.60) per Share (**Placement Shares**) to raise approximately A$8 million (before costs) (**Placement**).

The Company announced that the Placement would be undertaken in two tranches as follows:

(a) 11,568,000 Placement Shares issued under the Company's existing capacity under ASX Listings Rule 7.1 and 7.1A (**Tranche 1 Placement Shares**); and

(b) 1,765,334 Placement Shares (**Tranche 2 Placement Shares**) subject to Shareholder approval which is being sought pursuant to Resolution 14 as set out in this Notice of Meeting.

On 26 November 2021, the Company completed the issue of the Tranche 1 Placement Shares. Accordingly, Shareholder approval is being sought to ratify the prior issue and allotment of:

(a) 6,938,988 Tranche 1 Placement Shares issued under ASX Listing Rule 7.1 (**Resolution 12**); and
(b) 4,629,012Tranche 1 Placement Shares issued under ASX Listing Rule 7.1A (**Resolution 13**).

The Company issued the Tranche 1 Placement Shares within the 15% annual limit set out in ASX Listing Rule 7.1 and the 10% annual limit set out in ASX Listing Rule 7.1A (described below). By issuing those Shares under the Placement, the Company's capacity to issue further Equity Securities without Shareholder approval within those limits was accordingly reduced.

Resolutions 12 and 13 are ordinary resolutions and will be passed if more than 50% of the votes cast by Shareholders entitled to vote are in favour of the Resolutions.

ASX Listing Rules 7.1, 7.1A and 7.4

Collectively, Resolutions 12 & 13 propose that Shareholders of the Company approve and ratify the prior issue and allotment of the Tranche 1 Placement Shares issued on 26 November 2021.

Resolution 12 seeks approval and ratification of 6,938,988 Tranche 1 Placement Shares issued under Listing Rule 7.1 and Resolution 13 seeks approval and ratification of 4,629,012 Tranche 1 Placement Shares issued under Listing Rule 7.1A.

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

At last year's AGM, the Company sought and obtained approval of its Shareholders under Listing Rule 7.1A to increase this 15% limit by an extra 10% to 25%.

The issue of the Tranche 1 Placement Shares did not fit within any of the exceptions (to Listing Rules 7.1 and 7.1A) and, as it has not been approved by the Company's Shareholders, it effectively uses up part of the expanded 25% limit in Listing Rule 7.1 and 7.1A, reducing the Company's capacity to issue further equity securities without Shareholder approval under Listing Rule 7.1 and 7.1A for the 12 month period following the Issue Date (noting that the extra 10% under Listing Rule 7.1A will expire unless re-approved by the Company's Shareholders on an annual basis).

Listing Rule 7.4 allows the Shareholders of a listed company to approve an issue of equity

securities after it has been made or agreed to be made. If they do, the issue is taken to have been approved under Listing Rule 7.1 and so does not reduce the Company's capacity to issue further equity securities without Shareholder approval under Listing Rule 7.1.

A note to Listing Rule 7.4 also provides that an issue made in accordance with Listing Rule 7.1A can be approved subsequently under Listing Rule 7.4 and, if it is, the issue will then be excluded from variable "E" in Listing Rule 7.1A.2 (which means that the Company's capacity to issue further equity securities without Shareholder approval under Listing Rule 7.1A is not reduced).

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

To this end, Resolutions 12 and 13 seeks Shareholder approval to subsequently approve the issue of the Tranche 1 Placement Shares for the purposes of Listing Rule 7.4.

If Resolution 12 and 13 are passed, the issue of the 11,568,000 Tranche 1 Placement Shares under the Placement will be excluded in calculating the Company's 25% capacity to issue equity securities under Listing Rules 7.1 (15%) and 7.1A (10%) without Shareholder approval over the 12 month period following the Issue Date.

If either or both of Resolutions 12 and 13 are not passed, the issue of the sum of the Tranche 1 Placement Shares not approved will be included in calculating the Company's 25% capacity to issue equity securities under Listing Rules 7.1 (15%) and 7.1A (10%) without Shareholder approval over the 12 month period following the Issue Date.

Information required by ASX Listing Rule 7.5

The following information is provided to Shareholders for the purposes of Listing Rule 7.5.

(a) The Tranche 1 Placement Shares were issued to new and existing institutional and sophisticated investors identified and selected by the lead manager of the Placement, Bell Potter Securities Limited, and the Company.

(b) The number of securities the Company issued:

   i. 6,938,988 Tranche 1 Placement Shares were issued under ASX Listing Rule 7.1 (**Resolution 12**).
   ii. 4,629,012 Tranche 1 Placement Shares were issued under ASX Listing Rule 7.1A (**Resolution 13**).

(c) The Tranche 1 Placement Shares were fully paid on issue and ranked equally in all aspects with all existing fully paid ordinary shares previously issued by the Company.

(d) The Tranche 1 Placement Shares were issued on 26 November 2021.

(e) Each of the Tranche 1 Placement Shares were issued at an issue price of $0.60 per Tranche 1 Placement Share which raised approximately A$6.9million (before costs)

(f) Funds raised from the issue of the Trance 1 Placement Shares have been and will be used by the Company for additional product development, marketing, general working capital purposes, and acceleration of Beanstalk, the Company's new subscription product.

Directors' recommendation

The Board of Directors recommend that Shareholders vote in favour of Resolutions 12 and 13.

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Approval of Issue of Tranche 2 Placement Shares

Resolution 14 – Approval of Issue of Tranche 2 Placement Shares

Background

Resolution 14 seeks Shareholder approval to issue and allot 1,765,334 Tranche 2 Placement Shares to sophisticated and institutional investors to raise approximately $1.1 million (before costs) as part of the Placement announced by the Company on 18 November 2021.

The effect of this Resolution 14 is for Shareholders to approve the issue of these Tranche 2 Placement Shares to fall within an exception to ASX Listing Rule 7.1, which will allow the Company to issue these without using the Company's 15% capacity under Listing Rule 7.1.

ASX Listing Rule 7.1

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

An issue of equity securities that is approved by the Company's Shareholders under Listing Rule 7.1 will not use up the Company's 15% limit and therefore does not reduce the Company's capacity to issue further equity securities without Shareholder approval under Listing Rule 7.1.

The Company wishes to retain as much flexibility as possible to issue additional equity securities in the future without having to obtain Shareholder approval for such issues under Listing Rule 7.1.

To this end, this Resolution seeks Shareholder approval to approve the issue of the Tranche 2 Placement Shares under and for the purposes of Listing Rule 7.1.

If this Resolution is passed, the issue of the Tranche 2 Placement Shares will be excluded in calculating the Company's 15% limit in Listing Rule 7.1 to issue equity securities without Shareholder approval over the 12 month period following the date on which the Tranche 2 Placement Shares are issued.

If this Resolution is not passed, the Company will not be able to proceed with the proposed issue of the Tranche 2 Placement Shares. Further, the Company will not receive the funds from the participants in Tranche 2 of the Placement, if Resolution 14 is not passed.

Information Required by Listing Rule 7.3

The following information is provided to Shareholders for the purposes of Listing Rule 7.3:

(a) The allottees are institutional and sophisticated investors identified and selected by the lead manager of the Placement, Bell Potter Securities Limited, and the Company.

(b) The maximum number of Tranche 2 Placement Shares to be issued is 1,765,334 fully paid ordinary shares.

(c) The Tranche 2 Placement Shares will be fully paid on issue and rank equally in all aspects with all existing fully paid ordinary shares previously issued by the Company.

(d) These Tranche 2 Placement Shares will be issued by within 3 months of Shareholder approval being obtained by the Company (or otherwise, as determined by the ASX in the exercise of their discretion).

(e) The Tranche 2 Placement Shares will be offered at an issue price of A$0.60 (60 cents) per Tranche 2 Placement Share to raise circa A$1.1million (before costs).

(f) Funds raised from the issue of the Shares will be used by the Company for additional product development, marketing, general working capital purposes, and acceleration of Beanstalk, the Company's new subscription product

Directors' Recommendation

The Board of Directors recommend Shareholders vote for this Resolution.

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Conversion of Debt to Equity

Resolution 15 – Approval of Issue of Conversion Shares to Edward Geller (or his nominee), a Director of the Company

Background and material terms

This Resolution seeks Shareholder approval to issue and allot 712,305 fully paid ordinary shares at a deemed issue price of A$0.60 per share (**Conversion Shares**) to Edward Geller (or his nominee), a director of the Company.

As announced to the market on 30 September 2021, Mr Geller entered into a Loan Agreement with the Company on around the same date (**Original Loan Agreement**) to provide financing in the amount of US$300,000 (**Loan**) The terms of the Original Loan Agreement included that following an interest- free period of the initial 45 days, an interest rate of 12% per annum would be applied until such time as the Loan was extinguished. The Original Loan Agreement also contemplated the issue, subject to shareholder approval, of certain options to Mr Geller (**Options**). However, by way of mutual agreement, the Company and Mr Geller varied the terms of the Original Loan Agreement, as announced to the market on 29 October 2021, such that no Options would be issued in connection with the Loan and that an interest rate of 12% per annum would apply from the date of the commencement of the Original Loan Agreement until such time as the Loan plus any accrued interest had been paid back in full (**Director Loan**).

Mr Geller seeks to convert the Loan (plus interest accrued up to the completion date of Tranche 1 of the Placement, being 26 November 2021), A$427,383.34, into fully paid ordinary shares at a deemed conversion price of A$0.60 per share which is the same price offered to participants in the Placement (**Director Loan Conversion**).

Any interest accrued on the Loan from 26 November 2021 up to and including the date of the Company's 2021 Annual General Meeting, will be repaid by the Company in cash to Mr Geller, at an interest rate of 12% per annum being approximately US$4,833.

Listing Rule 10.11

ASX Listing Rule 10.11 provides that unless one of the exceptions in Listing Rule 10.12 applies, the Company, as a listed company, must not issue equity securities to persons in a position of influence without Shareholder approval.

A person in a position of influence for the purposes of Listing Rule 10.11 includes:

(a) a related party;

(b) a person who is, or was at any time in the 6 months before the issue of agreement, a substantial (30%+) holder in the Company;

(c) a person who is, or was at any time in the 6 months before the issue or agreement, a substantial (10%+) holder in the Company and who has nominated a director to the board of the Company pursuant to a relevant agreement which gives them a right or expectation to do so;

(d) an Associate of a person referred to in (a) to (c) above; and

(e) a person whose relationship with the Company or a person referred to in (a) to (d) above is such that, in the ASX's opinion, the issue or agreement should be approved by Shareholders.

As Mr Geller is a Director of the Company, he is a person in a position of influence for the purposes of Listing Rule 10.11. The proposed issue does not fall within any of the exceptions in Listing Rule 10.12, and therefore requires the approval of the Company's Shareholders under Listing Rule 10.11.

To this end, this Resolutions seeks the required Shareholder approval to issue of the Conversion Shares to Mr Geller under and for the purposes of Listing Rule 10.11.

If approval is obtained under Listing Rule 10.11, in accordance with Listing Rule 7.2 (exception 14), separate approval is not required under Listing Rule 7.1.

If this Resolution is passed, the Company will be able to proceed with the proposed issue of the Conversion Shares to Mr Geller.

If this Resolution is not passed, the Company will not be able to proceed with the proposed issue of Conversion Shares and the Director Loan will be repaid in cash.

Information required by ASX Listing Rule 10.13

The following information in relation to the issue of the Conversion Shares to Mr Geller is provided to Shareholders for the purposes of ASX Listing Rule 10.13:

(a) The allottee is Mr Edward Geller (or his nominee);

(b) Mr Geller is a director of the Company and accordingly falls within the Listing Rule 10.11.1 category;

(c) The maximum number of Conversion Shares to be issued is 712,305.

(d) The Conversion Shares will be fully paid ordinary shares in the capital of the Company and rank equally in all aspects with all existing Shares of the Company.

(e) The Conversion Shares will be issued within 1 month of Shareholder approval being obtained by the Company (or otherwise, as determined by the ASX in the exercise of their discretion).

(f) The Conversion Shares will have a deemed issue price of A$0.60 (60 cents) per Conversion Share pursuant to the Director Loan Conversion, where the Company will convert A$427,383.34 of the Director Loan to equity.

(g) No funds will be raised from the issue of the Conversion Shares to Mr Geller. Rather, the Conversion Shares will be issued in part repayment of the Director Loan.

(g) The material terms are as set out in the background explanatory section to this Resolution.

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Maximum Aggregate Amount of Non-Executive Directors' Fees

Resolution 16 – Approval to Increase the Maximum Aggregate Amount of Non-Executive Directors' Fees

In accordance with Listing Rule 10.17 and clause 5.1 of the Company's Constitution, Shareholder approval is sought to increase the maximum aggregate amount available for non-executive directors' remuneration in any financial year by $200,000, from $500,000 to $700,000. The current aggregate remuneration amount was approved by Shareholders on 11 December 2020, as set out in the Company's Constitution.

The Company seeks Shareholder approval to increase the aggregate amount of directors' fees for non-executive directors as:

(a) in accordance with announcement to the market on 18 November 2021, during the course of the calendar year 2022, it is intended that the composition of the Board be refreshed and an additional Director may be appointed;

(b) it is important to ensure that the Company maintains the ability to pay competitive fees and attract and retain high calibre non-executive directors; and

(c) the size of the proposed increase would be consistent with other ASX listed entities of similar market capitalisation.

It is not intended that should this Resolution be passed, the maximum aggregate of the fees of non-executive directors would be utilised immediately.

The proportion remaining unused will provide the Company with the ability to attract and retain high quality directors, to make any appropriate increases to the size of the Board, and to increase fees in the future in line with market conditions.

It is proposed that the increase in the aggregate amount of fees for non-executive directors will take effect immediately after this Meeting.

As required by Listing Rule 10.17, the Company confirms that the following securities have been issued to non-executive directors in the preceding three years (from the date of this Meeting) under Listing Rules 10.11 or 10.14:

Non-executive director	Date of issue	Terms and number of securities issued
John Dougall	27 November 2019	Listing Rule 10.11: Acquired 114,539 Shares at an issue price of $0.87306 per Share (as approved by Shareholders on 13 November 2019).
	8 January 2021	Listing Rule 10:11: Acquired 41,691 Shares at an issue price of $1.6790 per Share (as approved by Shareholders on 11 December 2020).
Megan Gardner	27 November 2019	Listing Rule 10.11: Acquired 57,162 Shares at an issue price of $0. 87306 per Share (as approved by Shareholders on 13 November 2019).
	8 January 2021	Listing Rule 10:11: Acquired 30,374 Shares at an issue price of $1.6790 per Share (as approved by Shareholders on 11 December 2020).
Mary Godfrey	27 November 2019	Listing Rule 10.11: Acquired 57,162 Shares at an issue price of $0. 87306 per Share (as approved by Shareholders on 13 November 2019).

	8 January 2021	Listing Rule 10:11: Acquired 30,374 Shares at an issue price of $1.6790 per Share (as approved by Shareholders on 11 December 2020).
Andrew Whitten	8 January 2021	Listing Rule 10:11: Acquired 6,082 Shares at an issue price of $0.9245 per Share (as approved by Shareholders on 11 December 2020).
	8 January 2021	Listing Rule 10.14: Acquired 200,000 Options under the Employee Incentive Plan (as approved by Shareholders on 11 December 2020).
Kathy Mayor	8 January 2021	Listing Rule 10.14: Acquired 200,000 Options under the US Option Plan (as approved by Shareholders on 11 December 2020).
Andrea Cutright	8 January 2021	Listing Rule 10.14: Acquired 200,000 Options under the US Option Plan (as approved by Shareholders on 11 December 2020).

Given the nature of this Resolution, the Board does not consider that it is appropriate to make a recommendation on how Shareholders should vote on this Resolution. As noted in the Proxy Form, the Chairman of the Meeting intends to cast all undirected proxies in favour of this Resolution.

Appointment of Auditor

Resolution 17 – Appointment of Auditor

On 23 July 2021, pursuant to section 327C(1) of the Corporations Act, Grant Thornton Audit Pty Limited ACN 130 913 594 (**Grant Thornton**) was appointed as auditor of the Company to fulfil a casual vacancy. The Company has made the new auditor appointment in support of an anticipated listing on Nasdaq, which requires a company to have an auditor that is registered with the Public Company Accounting Oversight Board in the United States.

Under section 327C(2) of the Corporations Act, an auditor who has been appointed under section 327C(1) of the Corporations Act only holds office until the company's next annual general meeting.

The Company is required to appoint an auditor to fill any vacancy at each annual general meeting (after its first annual general meeting) pursuant to section 327B(1) of the Corporations Act.

Pursuant to section 328B of the Corporations Act, the Company received a valid notice of nomination which nominated Grant Thornton to be appointed as the new auditor of the Company. A copy of the notice of nomination is set out in Annexure B of this Notice of Meeting.

Grant Thornton has provided the Company its written consent to act, subject to Shareholder approval being obtained, as the Company's auditor in accordance with section 328A(1) of the Corporations Act.

Accordingly, under this Resolution, Shareholder approval is being sought to appoint Grant Thornton as the auditor of the Company.

Directors' recommendation

The Board of Directors recommend that Shareholders vote for this Resolution.

Enquiries

Shareholders are asked to contact the Company Secretary on +61(2) 8072 1400 if they have any

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queries in respect of the matters set out in these documents.

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Glossary

AEDT means Australian Eastern Daylight Time as observed in Sydney, New South Wales.

Annual Financial Report means the 2021 Annual Report to Shareholders for the period ended 30 June 2021 as lodged by the Company with ASX on 30 September 2021.

Annual General Meeting or **AGM** or **Meeting** means an Annual General Meeting of the Company and, unless otherwise indicated, means the meeting of the Company's members convened by this Notice of Meeting.

ASIC means Australian Securities and Investment Commission.

Associate has the meaning given to it by the ASX Listing Rules.

ASX means ASX Limited ACN 008 624 691 or the financial market operated by it, as the context requires, of 20 Bridge Street, Sydney, NSW 2000.

ASX Listing Rules or **Listing Rules** means the official ASX Listing Rules of the ASX and any other rules of the ASX which are applicable while the Company is admitted to the official list of the ASX, as amended or replaced from time to time, except to the extent of any express written waiver by the ASX.

Auditor's Report means the auditor's report of Grant Thornton dated 30 September 2021 as included in the Annual Financial Report.

Board means the current board of Directors of the Company.

Business Day means a day on which trading takes place on the stock market of ASX.

Chair means the person chairing the Meeting.

Closely Related Party of a member of the KMP means:

(a) a spouse or child of the member;

(b) a child of the member's spouse;

(c) a dependant of the member or of the member's spouse;

(d) anyone else who is one of the member's family and may be expected to influence the member, or be influenced by the member, in the member's dealings with the Company;

(e) a company the member controls; or

(f) a person prescribed by the *Corporation Regulations 2001* (Cth).

Company means Tinybeans Group Ltd ACN 168 481 614.

Constitution means the Company's constitution.

Corporations Act means the *Corporations Act 2001* (Cth) as amended or replaced from time to time.

Director means a current director of the Company.

Directors' Report means the report of Directors as included in the Annual Financial Report.

Dollar or "**$**" means Australian dollars.

Explanatory Statement means the explanatory statement accompanying this Notice of Meeting.

Incentive Plan means the employee incentive scheme entitled "Employee Incentive Plan" for which Shareholder approval is being sought for the adoption of under Resolution 4 of this Notice of Meeting.

KMP means key management personnel (including the Directors) whose remuneration details are included in the Remuneration Report.

Notice of Meeting or **Notice of Annual General Meeting** means this notice of annual general meeting dated 14 December 2021 including the Explanatory Statement.

Option means an option which, subject to its terms, could be exercised into a Share.

Ordinary Resolution means a resolution that can only be passed if at least 50% of the total votes cast by Shareholders entitled to vote on the resolution are voted in its favour at the meeting.

Performance Right means a performance right which, subject to its terms, could convert to a Share.

Placement means the placement of new Shares to raise $8 million (before costs), announced on Thursday, 18 November 2021.

Proxy Form means the proxy form attached to this Notice of Meeting.

Remuneration Report means the remuneration report as set out in the Annual Financial Report.

Resolutions means the resolutions set out in this Notice of Meeting, or any one of them, as the context requires.

Restricted Voter means a member of the Company's KMP and any Closely Related Parties of those members.

Securities mean Shares and/or Options (as the context requires).

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

Shareholder means a holder of a Share.

Share Registry means Automic Group, Level 5, 126 Phillip Street Sydney NSW 2000.

Special Resolution means a resolution that can only be passed if at least 75% of the total votes cast by Shareholders entitled to vote on the resolution are voted in its favour at the meeting.

Spill Meeting means the meeting that will be convened within 90 days of the 2022 AGM if a threshold of votes is cast against the adoption of the Remuneration Report at the Meeting and the 2022 AGM.

Spill Resolution means the resolution required to be put to Shareholders at the 2022 AGM if a threshold of votes is cast against the adoption of the Remuneration Report at the Meeting and the 2022 AGM.

Trading Day has the meaning given to that term in ASX Listing Rule 19.12.

VWAP means the volume weighted average market (closing) price, with respects to the price of Shares.

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Annexure A – Summary of Employee Incentive Plan

A summary of the key terms of the Employee Incentive Plan (**Incentive Plan**), for which shareholder approval is being sought under Resolution 4, is set out in the table below.

Terms	Summary
Eligibility	The Board has the discretion to determine which executives and employees are eligible to participate in the Incentive Plan (**Eligible Employees**). The definition of employee under the Incentive Plan includes any full time or part time employee and directors of the Company. Directors, including Non-Executive Directors, are only eligible to participate in the Incentive Plan if approved by Shareholders.
Awards	The awards available under the Incentive Plan include performance rights, options, cash rights, deferred share awards, exempt share awards, service rights and stock appreciation rights (**Awards**). The Board has the discretion to set the terms and conditions on which it will offer Awards under the Incentive Plan. Awards issued under the Incentive Plan may be issued at no cost to Eligible Employees.
Maximum number of Awards under the Incentive Plan	An offer of Awards must not be made if the sum of • the number of shares which are the subject of the offer of Awards; and • underlying shares issued or that may be issued as a result of any offers of award or similar offer of shares under a predecessor or employee inventive plan, made at any time during the previous 3 years in reliance on relief granted by ASIC (however obtained), would exceed 7% of the number of shares on issue at the time of the offer.
Vesting conditions	The Board may determine that the Awards will be subject to performance, service, or other conditions (**Vesting Conditions**) and, if so, will specify those Vesting Conditions in the offer to each Eligible Employee. The Board has discretion to define any Vesting Conditions, which may include conditions relating to continuous employment, performance of the Eligible Employee and/or the Company or the occurrence of specific events. Awards will vest to the extent that the applicable Vesting Conditions are satisfied, and the Board retains discretion to waive the satisfaction of the Vesting Conditions in certain approved circumstances.
Shares as an Award or on vesting of an Award	Shares issued on the vesting of an Award carry the same rights and entitlements as other issued Shares of the Company, including dividend and voting rights. Depending on the terms of issue, the Shares may be subject to disposal and/or forfeiture restrictions, which means that they may not be disposed of or dealt with for a period of time and/or may be forfeited if certain further conditions are not satisfied. Shares allocated to participants under the Incentive Plan may be issued by the Company or acquired on or off market by the Company or its

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	nominee. The Company may initially issue Shares to a trustee and later transfer the Shares to the Eligible Employees.
Dividend and voting entitlements	Awards, other than Shares, are not entitled to dividend or voting rights.
Quotation	Awards, except Shares, will not be quoted on the ASX. The Company will apply for official quotation of any Shares issued under the Incentive Plan, in accordance with the ASX listing Rules and having regard to any disposal restrictions in place under the Incentive Plan.
Ceasing employment	If a participant's employment with the Company ceases for any reason other than death, the Board has the discretion to determine the treatment of that participant's Awards. Accordingly, the participant's unvested Awards may immediately lapse (unless the Board determines otherwise).
Change of control	If a change of control of the Company occurs, the Board will determine, in its sole and absolute discretion, the manner in which all unvested and vested Awards will be dealt with.
Restrictions	Without the prior approval of the Board, Awards may not be sold, transferred, mortgaged, pledged, charged, granted as security or otherwise disposed of. Participants must not enter into transactions or arrangements, including by way of derivatives or similar financial products, which limit the economic risk of holding unvested Awards.
Incentive Plan trust	A trust may be established in connection with the operation and administration of the Incentive Plan. The trust, if established, may be used to acquire Shares that are then used to satisfy the Company's obligations to deliver Shares to participants upon satisfaction of the Vesting Conditions. In addition, any Shares delivered on vesting, which are subject to disposal or forfeiture conditions, would continue to be held in the trust until these disposal or forfeiture conditions cease to apply. After the disposal or forfeiture conditions cease to apply, participants could continue to hold their Shares via the trust or have these Shares transferred out of the trust, at their discretion.
Amendments	To the extent permitted by the ASX Listing Rules, the Board retains the discretion to vary the terms and conditions of the Incentive Plan. This includes varying the number of security interests, or the number of Shares to which a participant is entitled upon vesting or upon a reorganisation of, or other changes to, the capital of the Company.
Other terms	The Incentive Plan also contains customary and usual terms having regard to Australian law for dealing with the administration, variation, suspension and termination of the Incentive Plan.

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Annexure B– Notice of Auditor Nomination

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Date: 8 December 2021

To: The Company Secretary
Tinybeans Group Ltd
ACN 168 481 614
Level 5, 126 Phillip Street
Sydney, NSW, 2000

Re: Nomination of Auditor

For the purposes of Section 328B(1) of the Corporations Act 2001, I, John Dougall, being a member of Tinybeans Group Ltd ACN 168 481 614 (**Company**) hereby nominate Grant Thornton Audit Pty Ltd of Level 17, 383 Kent Street, Sydney NSW 2000 for appointment as auditor of the Company.

Yours sincerely

John Dougall

tinybeans

Tinybeans Group Ltd | ACN 168 481 614

Proxy Voting Form

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

Holder Number:

Your proxy voting instruction must be received by **9.00am (AEDT) on Wednesday, 12th January 2022,** being **not later than 48 hours** before the commencement of the Meeting. Any Proxy Voting instructions received after that time will not be valid for the scheduled Meeting.

SUBMIT YOUR PROXY VOTE ONLINE

Vote online at https://investor.automic.com.au/#/loginsah

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

- ✓ **Save Money:** help minimise unnecessary print and mail costs for the Company.
- ✓ **It's Quick and Secure:** provides you with greater privacy, eliminates any postal delays and the risk of potentially getting lost
- ✓ **Receive Vote Confirmation:** instant confirmation that your vote has been processed. It also allows you to amend your vote i

SUBMIT YOUR PROXY VOTE BY PAPER

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

YOUR NAME AND ADDRESS

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

STEP 1 – APPOINT A PROXY

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

DEFAULT TO THE CHAIR OF THE MEETING

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

STEP 2 - VOTES ON ITEMS OF BUSINESS

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

APPOINTMENT OF SECOND PROXY

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

SIGNING INSTRUCTIONS

Individual: Where the holding is in one name, the Shareholder must sign.
Joint holding: Where the holding is in more than one name, all Shareholders should sign.
Power of attorney: If you have not already lodged the power of attorney with the registry, please attach a certified photocopy of the power of attorney to this Proxy Voting Form when you return it.
Companies: To be signed in accordance with your Constitution. Please sign in the appropriate box which indicates the office held by you.
Email Address: Please provide your email address in the space provided.

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

CORPORATE REPRESENTATIVES

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

Sample
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Contact

Return your completed form

BY MAIL
Automic
GPO Box 5193
Sydney NSW 2001

IN PERSON
Automic
Level 5, 126 Phillip Street
Sydney NSW 2000

BY EMAIL
meetings@automicgroup.com.au

BY FACSIMILE
+61 2 8583 3040

All enquiries to Automic

WEBCHAT
https://automic.com.au/

PHONE
1300 288 664 (Within Australia)
+61 2 9698 5414 (Overseas)

AUTOMIC

STEP 1: Appoint Your Proxy

Complete and return this form as instructed only if you do not vote online

I/We being a Shareholder entitled to attend and vote at the Annual General Meeting of Tinybeans Group Ltd, to be held at **9.00 am (AEDT) on Friday, 14th January 2022 at Automic Group Level 5, 126 Phillip Street, SYDNEY NSW 2000.** The Annual General Meeting will also be broadcast as a live Webinar and can be viewed at https://us02web.zoom.us/webinar/register/WN_2V2m-v2VQuqzAenxRpjn3g hereby:

Appoint the Chairman of the Meeting (Chair) OR if you are not appointing the Chairman of the Meeting as your proxy, please write in the box provided below the name of the person or body corporate you are appointing as your proxy or failing the person so named or, if no person is named, the Chair, or the Chair's nominee, to vote in accordance with the following directions, or, if no directions have been given, and subject to the relevant laws as the proxy sees fit and at any adjournment thereof.

The Chair intends to vote undirected proxies in favour of all Resolutions in which the Chair is entitled to vote.
Unless indicated otherwise by ticking the "for", "against" or "abstain" box you will be authorising the Chair to vote in accordance with the Chair's voting intention.

AUTHORITY FOR CHAIR TO VOTE UNDIRECTED PROXIES ON REMUNERATION RELATED RESOLUTIONS
Where I/we have appointed the Chair as my/our proxy (or where the Chair becomes my/our proxy by default), I/we expressly authorise the Chair to exercise my/our proxy on Resolution(s) 1, 4, 5, 6, 7, 8, 9, 10, 11, 15 and 16 (except where I/we have indicated a different voting intention below) even though Resolution(s) 1, 4, 5, 6, 7, 8, 9, 10, 11, 15 and 16 are connected directly or indirectly with the remuneration of a member of the Key Management Personnel, which includes the Chair.

STEP 2: Your Voting Direction

Resolutions		For	Against	Abstain
1.	Adoption of Remuneration Report			
2.	Re-election of Kathy Mayor as Director			
3.	**Special Resolution** ASX Listing Rule 7.1A Approval of Future Issue of Securities			
4.	Adoption of Employee Incentive Plan			
5.	Approval of Issue of Shares to John Dougall (or his nominee), Director of the Company			
6.	Approval of Issue of Shares to Andrew Whitten (or his nominee), Director of the Company			
7.	Approval of Issue of Shares to Kathy Mayor (or her nominee), Director of the Company			
8.	Approval of Issue of Shares to Andrea Cutright (or her nominee), Director of the Company			
9.	Approval of Issue of Shares to Edward Geller (or his nominee), Director of the Company			
10.	Approval of Issue of Shares to Megan Gardner (or her nominee)			
11.	Approval of Issue of shares to Mary Godfrey (or her nominee)			
12.	Ratification of Prior Issue of Tranche 1 Placement Shares issued under ASX Listing Rule 7.1			
13.	Ratification of Prior Issue of Tranche 1 Placement Shares issued under ASX Listing Rule 7.1A			
14.	Approval of Issue of Tranche 2 Placement Shares			
15.	Approval to Issue Conversion Shares to Edward Geller (or his nominee), Director of the Company			
16.	Approval to Increase the Maximum Aggregate Amount of Non-Executive Directors' Fees			
17.	Appointment of Auditor			

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

STEP 3: Sign Here + Contact Details

SIGNATURE OF SECURITYHOLDERS – THIS MUST BE COMPLETED

Individual or Securityholder 1	Securityholder 2	Securityholder 3
Sole Director and Sole Company Secretary	Director	Director / Company Secretary

Contact Name:

Email Address:

Contact Daytime Telephone

Date (DD/MM/YY) / /

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

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