Announcement Summary

Entity name

TINYBEANS GROUP LTD

Announcement Type

New announcement

Date of this announcement

20/11/2025

The Proposed issue is:
A standard pro rata issue (including non-renounceable or renounceable)

Total number of +securities proposed to be issued for a standard pro rata issue (including non-renounceable or renounceable)

ASX +security code	+Security description	Maximum Number of +securities to be issued
TNY	ORDINARY FULLY PAID	35,531,120

Ex date

24/11/2025

+Record date

25/11/2025

Offer closing date

12/12/2025

Issue date

18/12/2025

Refer to next page for full details of the announcement

Part 1 - Entity and announcement details

1.1 Name of +Entity

TINYBEANS GROUP LTD

We (the entity named above) give ASX the following information about a proposed issue of +securities and, if ASX agrees to +quote any of the +securities (including any rights) on a +deferred settlement basis, we agree to the matters set out in Appendix 3B of the ASX Listing Rules.
If the +securities are being offered under a +disclosure document or +PDS and are intended to be quoted on ASX, we also apply for quotation of all of the +securities that may be issued under the +disclosure document or +PDS on the terms set out in Appendix 2A of the ASX Listing Rules (on the understanding that once the final number of +securities issued under the +disclosure document or +PDS is known, in accordance with Listing Rule 3.10.3C, we will complete and lodge with ASX an Appendix 2A online form notifying ASX of their issue and applying for their quotation).

1.2 Registered Number Type	**Registration Number**
ACN	168481614

1.3 ASX issuer code

TNY

1.4 The announcement is
New announcement

1.5 Date of this announcement

20/11/2025

1.6 The Proposed issue is:
A standard +pro rata issue (non-renounceable or renounceable)

1.6a The proposed standard +pro rata issue is:
+ Non-renounceable

Part 3 - Details of proposed entitlement offer issue

Part 3A - Conditions

3A.1 Do any external approvals need to be obtained or other conditions satisfied before the entitlement offer can proceed on an unconditional basis?
No

Part 3B - Offer details

+Class or classes of +securities that will participate in the proposed issue and +class or classes of +securities proposed to be issued

ASX +security code and description

TNY : ORDINARY FULLY PAID

Is the proposed security a 'New class' (+securities in a class that is not yet quoted or recorded by ASX) or an 'Existing class' (additional securities in a class that is already quoted or recorded by ASX)?
Existing class

Will the proposed issue of this +security include an offer of attaching +securities?
No

If the entity has quoted company options, do the terms entitle option holders to participate on exercise?
No

Details of +securities proposed to be issued

ASX +security code and description

TNY : ORDINARY FULLY PAID

ISIN Code (if Issuer is a foreign company and +securities do not have +CDIs issued over them)

ISIN Code for the entitlement or right to participate in a non-renounceable issue (if Issuer is foreign company and +securities do not have +CDIs issued over them)

Offer ratio (ratio to existing holdings at which the proposed +securities will be issued)

The quantity of additional +securities to be issued	For a given quantity of +securities held
10	47

What will be done with fractional entitlements?	Maximum number of +securities proposed to be issued (subject to rounding)
Fractions rounded up to the next whole number	35,531,120

Offer price details for retail security holders

In what currency will the offer be made?	What is the offer price per +security for the retail offer?
AUD - Australian Dollar	AUD 0.10000

Oversubscription & Scale back details

Will individual +security holders be permitted to apply for more than their entitlement (i.e. to over-subscribe)?
Yes

Describe the limits on over-subscription

The Board has an absolute discretion in regards to the allocation of Additional Shares under the ShortFall. No Additional Shares will be issued to a holder where the effect of issuing Additional Shares will result in the applicant's, or another person's, voting power in the Company increasing from 20% or below to more than 20%, unless the Creep Exception applies. No Additional Shares will be issued to any shareholders that fall under the definition of ASX LR 10.11.

Will a scale back be applied if the offer is over-subscribed?
Yes

Describe the scale back arrangements

If the Shortfall Offer is oversubscribed, the Company may scale back applications at its discretion, including by reference to the pro rata Entitlement of Eligible Shareholders and to comply with the ASX Listing Rules, Corporations Act and other laws. If undersubscribed, any remaining New Shares may be issued within three months of the Closing Date to sophisticated, professional, or foreign institutional investors who do not require a disclosure document.

Will these +securities rank equally in all respects from their issue date with the existing issued +securities in that class?
Yes

Part 3C - Timetable

3C.1 +Record date

25/11/2025

3C.2 Ex date

24/11/2025

3C.4 Record date

25/11/2025

3C.5 Date on which offer documents will be sent to +security holders entitled to participate in the +pro rata issue

28/11/2025

3C.6 Offer closing date

12/12/2025

3C.7 Last day to extend the offer closing date

9/12/2025

3C.9 Trading in new +securities commences on a deferred settlement basis

15/12/2025

3C.11 +Issue date and last day for entity to announce results of +pro rata issue

18/12/2025

3C.12 Date trading starts on a normal T+2 basis

19/12/2025

3C.13 First settlement date of trades conducted on a +deferred settlement basis and on a normal T+2 basis

23/12/2025

Part 3E - Fees and expenses

3E.1 Will there be a lead manager or broker to the proposed offer?
Yes

3E.1a Who is the lead manager/broker?

Morgans Corporate Limited ACN 010 539 607 and Red Leaf Securities 606 000 800 are acting as Joint Lead Managers (JLMs) to the Offer.

3E.1b What fee, commission or other consideration is payable to them for acting as lead manager/broker?

The Company will pay the JLMs a management fee of 3.0% of the Gross Proceeds (less any proceeds received for underwritten shares by Thorney Investment Group) under the Offer and a selling fee of 3.0% of the Gross Proceeds (less any proceeds received for underwritten shares by Thorney Investment Group) under the Offer.

3E.2 Is the proposed offer to be underwritten?
Yes

3E.2a Who are the underwriter(s)?

Morgans Corporate Limited is one of the JLMs and will also act as underwriter to the Entitlement Offer and will partially underwrwite the Entitlement Offer up to A$500,000. This underwritten amount is then proposed to be sub-underwritten by Thorney Investment Group, the largest shareholder of Tinybeans.

3E.2b What is the extent of the underwriting (ie the amount or proportion of the offer that is underwritten)?

The Entitlement Offer is partially underwritten up to A$500,000

3E.2c What fees, commissions or other consideration are payable to them for acting as underwriter(s)?

The Underwriter will be paid a total of 6% of the proceeds received for underwritten shares by Thorney Investment Group, of which 2% of the proceeds received for the underwritten shares will be directed to Thorney Investment Group pursuant to the sub-underwriting agreement.

3E.2d Please provide a summary of the significant events that could lead to the underwriting being terminated

Please refer to Annexure A of the ASX Announcement released on 20 November 2025 titled "Tinybeans Announces Partially Underwritten Non-Renounceable Entitlement Offer to fund Qeepsake Integration and Growth Initiatives" for a summary of the significant events that could lead to the underwriting being terminated.

3E.2e Is a party referred to in listing rule 10.11 underwriting or sub-underwriting the proposed offer?
Yes

3E.2e (i) What is the name of that party?

Thorney Investment Group

3E.2e (ii) What is the extent of their underwriting or sub-underwriting (ie the amount or proportion of the offer they have underwritten or sub-underwritten)?

up to $500,000

3E.2e (iii) What fee, commission or other consideration is payable to them for acting as underwriter or sub-underwriter?

2% of total proceeds

3E.3 Will brokers who lodge acceptances or renunciations on behalf of eligible +security holders be paid a handling fee or commission?
No

3E.4 Details of any other material fees or costs to be incurred by the entity in connection with the proposed offer

Legal fees

Part 3F - Further Information

3F.1 The purpose(s) for which the entity intends to use the cash raised by the proposed issue

Proceeds will support working capital and growth, including Qeepsake integration, product development, targeted marketing, subscriber growth, general working capital, and costs related to the Entitlement Offer.

3F.2 Will holdings on different registers or subregisters be aggregated for the purposes of determining entitlements to the issue?
No

3F.3 Will the entity be changing its dividend/distribution policy if the proposed issue is successful?
No

3F.4 Countries in which the entity has +security holders who will not be eligible to participate in the proposed issue

Shareholders outside Australia/NZ or acting for U.S. persons on the Record Date are ineligible for the Entitlement Offer, unless Tinybeans (with the Lead Managers' prior written consent) determines otherwise at its discretion.

3F.5 Will the offer be made to eligible beneficiaries on whose behalf eligible nominees or custodians hold existing +securities
No

3F.6 URL on the entity's website where investors can download information about the proposed issue

The Offer Booklet will be made available on the ASX and on the Company's website on 28 November 2025. https://investors.tinybeans.com/

3F.7 Any other information the entity wishes to provide about the proposed issue

3F.8 Will the offer of rights under the rights issue be made under a +disclosure document or product disclosure statement under Chapter 6D or Part 7.9 of the Corporations Act (as applicable)?
Yes

3F.9 Any on-sale of the +securities proposed to be issued within 12 months of their date of issue will comply with the secondary sale provisions in sections 707(3) and 1012C(6) of the Corporations Act by virtue of:
The publication of a cleansing notice under section 708A(5), 708AA(2)(f), 1012DA(5) or 1012DAA(2)(f)