



ASX RELEASE

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22 November 2021

Share Purchase Plan

Tinybeans Group Limited (ASX: TNY) (OTCQB: TNYF) (“Tinybeans” or “the Company”), an inclusive, informative, go-to resource for all things parenting, is pleased to advise that the Share Purchase Plan (**SPP**) announced on 18 November 2021 is now open. The SPP Offer Booklet (a copy of which is attached to this announcement) along with a personalised Application Form will be dispatched to all eligible shareholders today.

The SPP provides eligible shareholders the opportunity to apply for new fully paid ordinary shares in Tinybeans (**SPP Shares**) in parcels valued at \$1,000, \$2,500, \$5,000, \$7,500, \$10,000, \$15,000, \$20,000, \$25,000 or \$30,000, without incurring any brokerage or transaction costs. The SPP Shares are available at \$0.60 per share, being the same price paid by investors under the two-tranche placement to raise \$8 million as announced by the Company on 18 November 2021. The SPP is not underwritten and aims to raise approximately up to \$500,000. The Company, in its absolute discretion, may accept oversubscriptions above the targeted amount of \$500,000 or may scale-back applications for SPP Shares.

Shareholders are eligible to participate in the SPP if they have a registered address in Australia or New Zealand on Tinybean’s share register at 7:00pm (AEDT) on Wednesday, 17 November 2021 and who are not Ineligible Shareholders.

Participation in the SPP is voluntary. SPP Shares will rank equally with existing Tinybeans shares from their date of issue.

The SPP is subject to the terms and conditions set out in the SPP Offer Booklet. Eligible shareholders are encouraged to read the SPP Offer Booklet carefully, and if in any doubt about whether or not to accept the SPP offer, consult with a stockbroker, accountant, financial or other professional adviser.

Shareholders with questions in relation to how to participate in the SPP may contact the Company’s Registry on 1300 288 664 (callers within Australia) or +61 2 9698 5414 (callers outside Australia) between 8:30am and 5:00pm (AEDT), Monday to Friday.

The announcement was approved for release by the TNY Board.



For more information, please contact:

David Hwang

Company Secretary

Ph: +61 2 8072 1400

About Tinybeans Group

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

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

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

www.tinybeans.com



SHARE PURCHASE PLAN OFFER BOOKLET

Tinybeans Group Ltd
ACN 168 481 614

You should read this Booklet in full

This Booklet contains important information. You should read this Booklet in full and seek advice from your stockbroker, accountant or other professional adviser if you have any questions about your investment in the Company or about the impact of the transactions described in this Booklet. If you have any questions in relation to how to participate in the SPP after reading this Booklet, please contact the Registry on 1300 288 664 (callers within Australia) or +61 2 9698 5414 (callers outside Australia).

This Booklet does not provide financial advice and has been prepared without taking into account your particular objectives, financial situation or needs.

NOT FOR RELEASE TO U.S. WIRE SERVICES OR DISTRIBUTION IN THE UNITED STATES

These materials do not constitute an offer of securities in any place outside Australia or New Zealand. In particular, these materials do not constitute an offer to sell, or a solicitation of an offer to buy, any SPP Shares (as defined below) in the United States or in any jurisdiction in which such an offer would be illegal. SPP Shares have not been, and will not be, registered under the U.S. Securities Act of 1933, as amended or amended from time to time (**Securities Act**) or the securities laws of any state or other jurisdiction of the United States. Accordingly, the SPP Shares may not be offered or sold in the United States except in transactions exempt from, or not subject to, the registration requirements of the Securities Act and applicable U.S. state securities law.

You must not send copies of this document or any other material relating to the SPP to any person in the United States or elsewhere outside Australia and New Zealand.

LETTER FROM THE CHAIR

22 November 2021

Dear Shareholder

On behalf of the Directors of Tinybeans Group Ltd (**Company**), I am pleased to offer you the opportunity to participate in the share purchase plan (**SPP**) which was announced on 18 November 2021. The SPP allows Eligible Shareholders in the Company the opportunity to each subscribe for up to \$30,000 worth of new, fully paid ordinary shares in the Company at an issue price of \$0.60 (**SPP Shares**), without incurring brokerage or other transaction costs, on the terms set out in this Booklet (**SPP Offer**). The SPP is not underwritten and aims to raise approximately up to \$500,000.

The SPP is part of a wider capital raising being undertaken by the Company. As announced on 18 November 2021, the Company successfully secured commitments to raise \$8 million via a two-tranche share placement to institutional, sophisticated and professional investors (**Placement**). Tranche 1 of the Placement, with the issue of 11,568,000 shares, is expected to complete on or around Friday, 26 November 2021 and tranche 2 of the Placement, the proposed issue of 1,765,334 shares, is subject to shareholder approval at the upcoming AGM to be held in January 2022.

Proceeds of the Placement and SPP will be used for the following purposes:

- marketing, brand, PR and customer acquisition;
- business development, sales and partnerships;
- engineering and technology;
- costs associated with the Placement and SPP; and
- working capital.

SPP Offer Details

The SPP provides you with the opportunity to increase your holding of fully paid ordinary shares in the Company at the same issue price paid by investors under the Placement, being \$0.60 per SPP Share.

The Company, in its absolute discretion, may accept oversubscriptions above the targeted amount of \$500,000 or may scale-back applications for SPP Shares.

You may apply for one of the following parcels of SPP Shares valued at: \$1,000, \$2,500, \$5,000, \$7,500, \$10,000, \$15,000, \$20,000, \$25,000 or \$30,000.

Participation in the SPP is optional and open to Shareholders, being holders of fully paid ordinary shares in the Company at 7:00pm (AEDT) on 17 November 2021 (**Record Date**) with a registered address on the Register in Australia or New Zealand and who are not Ineligible Shareholders (**Eligible Shareholders**). The SPP is also being extended to Eligible Shareholders who are Custodians to participate in the SPP on behalf of certain Eligible Beneficiaries on the terms and conditions set out in this Booklet. Your right to participate in the SPP is not transferable. All SPP Shares will rank equally with existing Shares in the Company.

The terms and conditions of the SPP and your personalised Application Form are provided in this Booklet.

The Company may in its discretion undertake a scale back of applications for SPP Shares. Therefore, you may receive less than the parcel of SPP Shares for which you have applied. Should this happen, the balance of any application money that is not applied to acquire SPP Shares will be refunded to you, without interest.

I urge you to read these materials in their entirety and seek your own financial, taxation and other professional advice in relation to the SPP, before you decide whether to participate.

The SPP opens on Monday, 22 November 2021 and is expected to close at 5.00pm (AEDT) on Friday, 10 December 2021 (**Closing Date**).

To apply for SPP Shares, you must either make a payment directly via BPAY or EFT in accordance with the instructions set out in the Application Form. There is no requirement to return the Application Form if you are paying by either method. Your application and payment must be received by no later than 5.00pm (AEDT) on the Closing Date.

You should be aware that your own financial institution may implement earlier cut-off times with regard to electronic payment, and you should therefore take this into consideration when making payment. It is your responsibility to ensure that Application Monies submitted through BPAY or EFT are received by 5.00pm on the Closing Date.

If you have any questions in relation to how to participate in the SPP, please contact the Registry on 1300 288 664 (callers within Australia) or +61 2 9698 5414 (callers outside Australia) or consult your financial or other professional adviser.

On behalf of the Board of the Company, I thank you for your support and considering this investment opportunity.

Yours sincerely

A handwritten signature in black ink, appearing to be 'John Dougall', with a stylized 'M' at the end.

John Dougall
Non-executive Chairman
Tinybeans Group Ltd

1 IMPORTANT INFORMATION

This Booklet does not provide financial advice and has been prepared without taking account of any person's investment objectives, financial situation or particular needs. You should consider the appropriateness of participating in the SPP having regard to your investment objectives, financial situation or particular needs. Shareholders should seek independent financial and taxation advice before making any investment decision in relation to these matters.

The offer of SPP Shares under the SPP is made in accordance with the *ASIC Corporations (Share and Interest Purchase Plans) Instrument 2019/547* which grants relief from the requirement to issue a disclosure document for the SPP. In addition, the SPP Shares are not being offered or sold to the public within New Zealand other than to existing shareholders with registered addresses in New Zealand to whom the offer of SPP Shares is being made in reliance on the *Financial Markets Conduct Act 2013* (New Zealand) and the *Financial Markets Conduct (Incidental Offers) Exemption Notice 2016* (New Zealand).

Participation in the SPP is optional and open to Shareholders who are holders on the Record Date of Shares and whose registered address is in Australia or New Zealand and who are not Ineligible Shareholders.

This Booklet has not been registered, filed with or approved by any New Zealand regulatory authority. This Booklet is not an investment statement, product disclosure statement or prospectus under New Zealand law and is not required to, and may not, contain all the information that an investment statement, product disclosure statement or prospectus under New Zealand law is required to contain.

The laws of some countries prohibit or make impracticable participation in the SPP by Shareholders not resident in Australia or New Zealand. Accordingly, the Company has determined that it is not practical for Shareholders who are not resident in Australia or New Zealand to participate in the SPP. The SPP does not constitute an offer of Shares for sale in any jurisdiction other than Australia or New Zealand.

In particular, this Booklet does not constitute an offer to sell or the solicitation of any offer to buy, any securities in the United States or in any jurisdiction in which, or to any person to whom, it would not be lawful to make such an offer or invitation.

2 KEY DATES FOR THE SPP*

Record Date	7:00 p.m. (AEDT) on Wednesday, 17 November 2021
Opening Date	Monday, 22 November 2021
Closing Date	5.00 p.m. (AEDT) on Friday, 10 December 2021
Issue of SPP Shares	Friday, 17 December 2021
Dispatch of shareholding statements	Monday, 20 December 2021
SPP Shares commence trading on ASX	Monday, 20 December 2021

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

3 KEY SPP INFORMATION

You should read this section in conjunction with the terms and conditions of the SPP set out in section 4, below.

- 1 What is the SPP?**

The SPP is an opportunity for Eligible Shareholders to each subscribe for up to \$30,000 worth of SPP Shares without brokerage or other transaction costs.

Eligible Shareholders may each apply for SPP Shares in parcels valued at: \$1,000, \$2,500, \$5,000, \$7,500, \$10,000, \$15,000, \$20,000, \$25,000 or \$30,000 (subject to discretionary scale back).
- 2 Is participation in the SPP compulsory?**

No. Participation in the SPP is entirely voluntary.

Before you decide whether to participate in the SPP, the Company recommends you seek independent financial advice from your stockbroker, accountant or other professional adviser.

If you do not wish to participate in the SPP, do nothing.
- 3 What is the Issue Price of the SPP Shares?**

SPP Shares will be offered at \$0.60 per SPP Share (**Issue Price**), being the same price paid by investors under the Placement announced on 18 November 2021.

For the purposes of paragraph 7(e)(i) of *ASIC Corporations (Share and Interest Purchase Plans) Instrument 2019/547* the Issue Price was calculated by applying a 22.0% discount to the 15-day Volume Weighted Average Price (**VWAP**) of \$0.7689 over the 15 trading days in the Company's Shares on the ASX immediately prior to the announcement date of the SPP Offer.

For the purposes of ASX Listing Rule 7.2 (exception 5), the Issue Price represents a 11.9% discount to the 5 day VWAP of \$0.6811 over the 5 trading days in the Company's Shares on the ASX immediately prior to the announcement date of the SPP Offer.

There is a risk that the market price of Shares may rise or fall between the date of this Booklet and the time of issue of the SPP Shares under the SPP. This means that the price you pay for the SPP Shares issued to you may be less than or more than the market price of Shares at the date of this Booklet or the time of issue.

Your Application for SPP Shares is unconditional and may not be withdrawn even if the market price of Shares is less than the Issue Price.
- 4 Who is eligible to participate in the SPP?**

An Eligible Shareholder, being a registered holder of Shares on the Record Date with a registered address in either Australia or New Zealand who is not an Ineligible Shareholder may participate in the SPP.

- | | |
|---|--|
| 5 Can my SPP Offer be transferred to a third party? | No. The SPP Offer is non-renounceable and cannot be transferred. |
| 6 How much can I invest under the SPP? | <p>Eligible Shareholders may apply for SPP Shares in parcels of Shares with a dollar value of: \$1,000, \$2,500, \$5,000, \$7,500, \$10,000, \$15,000, \$20,000, \$25,000 or \$30,000 (subject to discretionary scale back by the Company).</p> <p>The SPP will be conducted in compliance with ASX Listing Rule 7.2 (exception 5).</p> <p>The Company, in its absolute discretion, may accept oversubscriptions above the targeted amount of \$500,000 or may scale-back applications for SPP Shares.</p> <p>If a scale-back takes place, you may receive less than the parcel of SPP Shares for which you applied.</p> <p>By applying for the SPP Shares you certify that the value of these SPP Shares and any other Shares issued to you, or a Custodian on your behalf, under any similar arrangement in the 12 months before the application do not exceed \$30,000.</p> |
| 7 Why can I only subscribe for up to \$30,000 worth of SPP Shares? | <i>ASIC Corporations (Share and Interest Purchase Plans) Instrument 2019/547</i> restricts the value of SPP Shares that can be issued to you or a Custodian on your behalf under any similar arrangement to \$30,000 per Eligible Shareholder in any 12 consecutive months. |
| 8 How do I apply for SPP Shares? | If you wish to participate in the SPP, you need to do one of the following and ensure your payment is received by the Registry no later than 5.00pm (AEDT) on Friday, 10 December 2021. |

Option 1: Pay via BPAY®

To pay via BPAY you will need to:

- be an account holder with an Australian financial institution;
- use the personalised reference number shown on your Application Form which is required to identify your shareholding; and
- ensure that your payment is received by the Registry before the Closing Date. Shareholders should be aware that their own financial institution may implement an earlier cut-off time for processing BPAY payments.

If you are paying via BPAY there is no need to return the Application Form but you will be taken to have made the

statements and certifications that are set out in the Application Form.

You should be aware that your own financial institution may implement earlier cut-off times with regard to electronic payment, and you should therefore take this into consideration when making payment.

It is your responsibility to ensure that Application Monies submitted through BPAY are received by 5.00pm (AEDT) on Friday, 10 December 2021

Option 2: Pay by EFT

You can make a payment via electronic funds transfer “EFT”. Multiple acceptances must be paid separately. Applicants should be aware of their financial institution’s cut-off time and any associate fees with processing a funds transfer. It is your responsibility to ensure funds are submitted correctly by the closing date and time.

Please ensure you use your unique payment reference number located on the Application Form. This will ensure your payment is processed correctly.

Your unique payment reference number will process your payment to your entitlement electronically and you will be deemed to have applied for such SPP Shares for which you have paid.

You should be aware that your own financial institution may implement earlier cut-off times with regard to electronic payment, and you should therefore take this into consideration when making payment.

It is your responsibility to ensure that Application Monies submitted through EFT are received by 5.00pm (AEDT) on Friday, 10 December 2021.

If you participate in the SPP by making a payment by BPAY or EFT, you are accepting the risk that the market price of Shares may change between the Record Date, the date on which you make a payment by BPAY or EFT and the Issue Date. This means that, up to and/or after the Issue Date, you may be able to buy Shares on the ASX at a lower price or higher price (depending on the market price of Shares on the relevant day) than the Issue Price.

9 What are the key dates for the SPP?

The key dates for the SPP are set out in section 2, above.

Please note, the dates set out above are indicative only. The Company reserves the right to vary the dates and times set out above, subject to the Corporations Act and other applicable requirements without notice to you. Any change in the timetable does not affect any rights or obligations you have as a result of accepting the SPP.

- 10 What are the rights attached to SPP Shares issued under the SPP?**
- SPP Shares will rank equally with other Shares as at the Issue Date.
- 11 What do I do if I am a Custodian?**
- The SPP is being extended to Eligible Shareholders who are Custodians and who wish to apply for SPP Shares on behalf of certain Eligible Beneficiaries and on the instructions of a Downstream Custodian.
- The SPP is being offered to Custodians as the registered Shareholder. Custodians are not required to participate on behalf of their Eligible Beneficiaries. Custodians may choose whether or not to extend the SPP to their Eligible Beneficiaries.
- If you wish to apply as a Custodian under the SPP to receive SPP Shares for one or more Eligible Beneficiaries, you must complete and submit an additional Custodian Certificate that contains further certifications and details (as required under the terms of *ASIC Corporations (Share and Interest Purchase Plans) Instrument 2019/547*) before your Application will be accepted. The Custodian Certificate can be obtained by contacting the Registry and the completed copy must be emailed to custodialcertificates@automicgroup.com.au. Applications by Custodians that are not accompanied by a duly completed Custodian Certificate will be rejected.
- By applying as a Custodian on behalf of Eligible Beneficiaries to purchase SPP Shares, you certify (amongst other things) that each Eligible Beneficiary has not exceeded the \$30,000 limit.
- Custodians are not permitted to participate in the SPP on behalf of and must not distribute this Booklet or any documents (including the Application Form) relating to this SPP to, any person in the United States.
- 12 Where can I get more information on the SPP?**
- If you have any questions in relation to how to participate in the SPP, please contact the Registry on 1300 288 664 (callers within Australia) or +61 2 9698 5414 (callers outside Australia) or consult your financial or other professional adviser. If you have any questions in relation to whether an investment in the Company through the SPP is appropriate for you, please contact your stockbroker, accountant or other professional adviser.
- 13 What costs are associated with the SPP?**
- There are no brokerage, commissions or other transaction costs payable by Eligible Shareholders in relation to the application for and the issue of, SPP Shares.

4 TERMS AND CONDITIONS OF THE SPP

Please read these terms and conditions carefully, as you will be bound by them in participating in the SPP.

Eligible Shareholders accepting the SPP Offer will also be bound by the Constitution of the Company.

The key dates set out in section 2, above, and the key SPP information set out in section 3, above, form part of these terms and conditions. Capitalised terms have the meaning provided in the glossary set out in section 5, below, unless the context requires otherwise.

4.1 SPP Offer

- (a) The Company offers each Eligible Shareholder the opportunity to apply for parcels of SPP Shares with a dollar value of \$1,000, \$2,500, \$5,000, \$7,500, \$10,000, \$15,000, \$20,000, \$25,000 or \$30,000, under the SPP subject to and in accordance with these terms and conditions.
- (b) The SPP Offer will open on the Opening Date and close on the Closing Date.
- (c) If you choose not to participate in the SPP, your right to participate lapses on the Closing Date (or such other date as the Company determines).
- (d) The SPP Offer to each Eligible Shareholder (whether as a Custodian or on its own account) is made on the same terms and conditions.
- (e) The SPP Offer is non-renounceable and non-transferable and, therefore, Eligible Shareholders cannot transfer their right to purchase SPP Shares to a third party.
- (f) All references to \$ or dollars in these terms and conditions are references to Australian dollars unless otherwise indicated.

4.2 Eligible Shareholders

- (a) You are eligible to participate in the SPP Offer if you:
 - (i) were registered on the Register as a Shareholder on the Record Date;
 - (ii) have a registered address in either Australia or New Zealand at that time and you are not an Ineligible Shareholder.
- (b) An **Ineligible Shareholder** is any Shareholder (including a Custodian) to the extent they:
 - (i) hold Shares on their own account and reside outside Australia or New Zealand;
 - (ii) hold Shares on behalf of another person who resides outside Australia, or New Zealand; or
 - (iii) are in the United States, or they hold Shares on behalf of a person in the United States, or are acting for the account or benefit of a person in the United States (to the extent they are participating in the SPP on behalf of those persons). The SPP Offer is not made to Shareholders with a registered address outside of Australia or New Zealand.

4.3 Joint holders/Custodians

- (a) If two or more persons are registered on the Register as jointly holding Shares, they are taken to be a single registered holder of Shares for the purposes of determining whether they are an Eligible Shareholder and a certification given by any of them is taken to be a certification given by all of them.

- (b) Subject to these terms and conditions, Eligible Shareholders who are Custodians may participate in the SPP on behalf of each Eligible Beneficiary on whose behalf the Custodian is holding Shares.

4.4 Applications for SPP Share

- (a) Eligible Shareholders may apply for SPP Shares in parcels of Shares with a dollar value of: 1,000, \$2,500, \$5,000, \$7,500, \$10,000, \$15,000, \$20,000, \$25,000 or \$30,000 (subject to discretionary scale-back by the Company as described in clause 4.9 of this section 4).
- (b) No brokerage or other transaction costs will apply to the acquisition of SPP Shares.
- (c) Eligible Shareholders who wish to apply for SPP Shares must either:
 - (i) make a payment via BPAY in accordance with the instructions on the Application Form so that it is received prior to the Closing Date; or
 - (ii) make a payment via EFT in accordance with the instructions on the Application Form so that it is received prior to the Closing Date.
- (d) Eligible Shareholders who receive more than one offer under the SPP (for example, because they hold Shares in more than one capacity or in different registered holdings) may apply on different Application Forms for SPP Shares but may not apply for SPP Shares with an aggregate value of more than \$30,000.
- (e) If you wish to subscribe for SPP Shares as a Custodian for one or more Eligible Beneficiaries, you must also complete and submit an additional Custodian Certificate that contains further certifications and details (required under the terms of *ASIC Corporations (Share and Interest Purchase Plans) Instrument 2019/547*) before your Application will be accepted. Applications by Custodians that are not accompanied by a duly completed Custodian Certificate will be rejected. The Custodian Certificate can be obtained by contacting the Registry and the completed copy must be emailed to custodialcertificates@automicgroup.com.au.
- (f) The Company, its officers and agents, may accept or reject your Application for SPP Shares at its discretion including, without limitation, if:
 - (i) your Application does not comply with these terms and conditions;
 - (ii) it appears you are not an Eligible Shareholder;
 - (iii) your BPAY or EFT payment is not received by the Registry by the Closing Date;
 - (iv) if you apply on behalf of an Eligible Beneficiary but do not provide a signed Custodian Certificate;
 - (v) if you apply on behalf of an Eligible Beneficiary but provide an incomplete or incorrectly completed Custodian Certificate;
 - (vi) it appears that you are applying to purchase more than \$30,000 worth of SPP Shares and Shares in aggregate (including as a result of Shares you hold directly, jointly or through a custodian or nominee arrangement) in the 12 months period prior to making the Application; or
 - (vii) payment of the Application Monies is not submitted in Australian currency.
- (g) If you are entitled to a refund of all or any of your Application Monies, the refund will be paid to you, without interest, as soon as is practicable, by direct credit or cheque to your address shown on the Register, in accordance with the requirements of the Corporations Act.

4.5 Issue Price

- (a) The Issue Price will be \$0.60 per SPP Share being the same price paid by investors under the Placement announced on 18 November 2021.
- (b) In accordance with the requirements of *ASIC Corporations (Share and Interest Purchase Plans) Instrument 2019/547*, the Company notes that:
 - (i) the Issue Price was calculated by applying a 22.0% discount to the 15-day VWAP of \$0.7689 over the 15 trading days in the Company's Shares on the ASX immediately prior to the announcement date of the SPP Offer;
 - (ii) the market price of the Shares in the Company may rise and fall between the date of the SPP Offer and the date that any Shares are allotted to you as a result of your acceptance of the SPP Offer;
 - (iii) if you participate in the SPP by making a payment by BPAY or EFT, you are accepting the risk that the market price of Shares may change between the date on which you make a payment by BPAY or EFT and the Issue Date. This means that, although the Issue Price is at a discount to the closing price specified in (i) above, Shares are a speculative investment and the price of Shares on ASX may change between the date of the Company announcing its intention to make the SPP Offer up to and/or after the Issue Date and you may be able to buy Shares on the ASX at a lower price than the Issue Price and that the value of the Shares received under the SPP Offer may rise or fall accordingly; and
 - (iv) the Issue Price is lower than the market price of the Company's Shares during a "specified period" (being the 5 trading days immediately prior to the announcement date of the SPP Offer).
- (c) For the purposes of ASX Listing Rule 7.2 (exception 5), the Issue Price represents a 11.9% discount to the 5 day VWAP of \$0.6811 over the 5 trading days in the Company's Shares on the ASX immediately prior to the announcement date of the SPP Offer.
- (d) The current Share price can be obtained from the ASX and is listed in the financial and business section of major daily newspapers circulating in Australia.
- (e) You agree to pay the Issue Price per SPP Share for the number of SPP Shares you have applied for or, if there is a scale-back, the number of SPP Shares calculated under clause 4.9 of this section 4.

4.6 Number of SPP Shares to be issued

- (a) If you apply for SPP Shares, you will apply for a certain value, rather than a certain number, of SPP Shares. If your Application is accepted, the Company will divide the value of your Application Monies by the Issue Price in order to determine the number of SPP Shares that, subject to scale-back, will be issued to you.
- (b) If this calculation produces a fractional number, the number of SPP Shares issued will be rounded down to the nearest whole SPP Share (refer to clause 4.9 of this section 4 for more information on rounding).

4.7 Issue

- (a) SPP Shares will be issued on the Issue Date.
- (b) SPP Shares will be issued by utilising ASX Listing Rule 7.2 (exception 5).
- (c) SPP Shares will rank equally with existing Shares as at the Issue Date.

- (d) The Company will apply to ASX for the quotation of SPP Shares. It is anticipated that SPP Shares will be quoted on or shortly after the Issue Date.
- (e) The Registry will send you a holding statement, confirming the number of SPP Shares issued to you.

4.8 Acknowledgements

- (a) By making a payment via BPAY or EFT, you:
 - (i) irrevocably and unconditionally agree to the terms and conditions of the SPP and agree not to do any act or thing that would be contrary to the spirit, intention or purpose of the SPP;
 - (ii) warrant that all details and statements in your Application are true and complete and not misleading;
 - (iii) agree that your Application will be irrevocable and unconditional (that is, it cannot be withdrawn);
 - (iv) warrant that you are an Eligible Shareholder and are eligible to participate in the SPP;
 - (v) acknowledge that no interest will be paid on any Application Monies held pending the issue of SPP Shares or subsequently refunded to you for any reason;
 - (vi) acknowledge that the Company, its officers and agents are not liable for any consequences of the exercise or non-exercise of its discretions referred to in these terms and conditions;
 - (vii) acknowledge and agree that:
 - (A) you are not in the United States and are not acting for the account or benefit of a person in the United States (in the event that you are acting for the account or benefit of a person in the United States, you are not applying for, or acquiring, any SPP Shares for the account or benefit of that person);
 - (B) the SPP Shares have not been, and will not be, registered under the Securities Act or the securities laws of any state or other jurisdiction of the United States, and accordingly, the SPP Shares may not be offered or sold in the United States except in transactions exempt from, or not subject to, the registration requirements of the Securities Act and applicable U.S. state securities law.;
 - (C) you acknowledge that the SPP Shares may only be offered and sold in “offshore transactions” (as defined in Rule 902(h) under the Securities Act) in reliance on Regulation S under the Securities Act;
 - (D) you have not, and will not, send this Booklet or any materials relating to the SPP to any person in the United States;
 - (E) if in the future you decide to sell or otherwise transfer the SPP Shares, you will only do so in regular way for transactions on the ASX where neither you nor any person acting on your behalf know, or have reason to know, that the sale has been pre-arranged with, or that the purchaser is, a person in the United States; and
 - (F) if you are acting as a trustee, nominee or Custodian, each Eligible Beneficiary on whose behalf you are applying for and acquiring SPP Shares is resident in Australia or New Zealand and is not in the United States;

- (viii) if you are applying on your own behalf (and not as a Custodian) acknowledge and agree that:
 - (A) you are not applying for SPP Shares with Application Monies of more than \$30,000 under the SPP (including by instructing a Custodian to acquire SPP Shares on your behalf under the SPP);
 - (B) the total of Application Monies for the following does not exceed \$30,000:
 - (I) the SPP Shares the subject of the Application;
 - (II) any other Shares issued to you under the SPP or any similar arrangement in the 12 months before the Application;
 - (III) any other SPP Shares which you have instructed a Custodian to acquire on your behalf under the SPP; and
 - (IV) any other Shares issued to a Custodian in the 12 months before the Application as a result of an instruction given by you to the Custodian to apply for Shares on your behalf under an arrangement similar to the SPP;
- (ix) if you are a Custodian and are applying on behalf of an Eligible Beneficiary on whose behalf you hold Shares, acknowledge and agree that:
 - (A) you are a Custodian (as that term is defined in ASIC Corporations (Share and Interest Purchase Plans) Instrument 2019/547);
 - (B) you held Shares on behalf of the Eligible Beneficiary or Downstream Custodian as at the Record Date who has instructed you to apply for SPP Shares on their behalf under the SPP and that that Eligible Beneficiary has been given a copy of this Booklet;
 - (C) you are not applying for SPP Shares on behalf of any Eligible Beneficiary or Downstream Custodian with Application Monies of more than \$30,000 under the SPP and similar arrangement in the 12 months before this Application; and
 - (D) the information in the Custodian Certificate submitted with your Application is true, correct and not misleading;
- (x) accept the risk associated with any refund that may be dispatched to you by direct credit or cheque to your address shown on the Register;
- (xi) agree to be bound by the Constitution of the Company (as amended and as it may be amended from time to time in the future);
- (b) acknowledge that none of the Company, its advisers or agents, has provided you with any financial product or investment advice or taxation advice in relation to the SPP, or has any obligation to provide such advice;
- (c) you authorise the Company, and its officers and agents, to do anything on your behalf necessary for SPP Shares to be issued to you in accordance with these terms and conditions;
- (d) you acknowledge that the Company may at any time irrevocably determine that your Application is valid, in accordance with the terms and conditions of the SPP, even if the Application Form is incomplete, contains errors or is otherwise defective; and

- (e) you authorise the Company, and its officers and agents, to correct minor or easily rectified errors in, or omissions from, your Application Form and to complete the Application by the insertion of any missing minor detail.

4.9 Scale-back

- (a) As the SPP is not underwritten, the SPP may raise more or less than the targeted amount of \$500,000. In the event that subscriptions for more than \$500,000 are received for the SPP, the Company may decide in its absolute discretion to accept the oversubscriptions or undertake a scale-back of applications.
- (b) The scale-back of applications may be applied to the extent and in the manner the Company sees fit, which may include taking into account a number of factors, such as (but not limited to) the size of an applicant's shareholding at the Record Date, the extent to which the applicant has sold or purchased shares since the Record Date.
- (c) If there is a scale-back you may receive less than the parcel of SPP Shares for which you have applied.
- (d) If a scale-back produces a fractional number of SPP Shares when applied to your parcel, the number of SPP Shares you will be allotted will be rounded down to the nearest whole number of SPP Shares. Unless the Company exercises its right to scale-back Applications or refunds amounts by reason of not receiving one of the amounts designated on the Application Form (in which case, it will return any excess Application Monies to you by cheque), the Company will retain any excess Application Monies and pay such amount as a donation to a charity nominated by the Company.
- (e) Any Application Monies received that are to be refunded, must be refunded without interest as soon as practicable in accordance with the requirements of the Corporations Act.

4.10 Underwriting

The SPP is not underwritten.

4.11 Dispute resolution

- (a) The Company may settle, in any manner it deems, any difficulties, anomalies, or disputes which may arise in connection with the operation of the SPP whether generally or in relation to any participant or any Application for SPP Shares, and its decision shall be conclusive and binding on all participants and other persons to whom the determination relates.
- (b) The powers of the Company under these terms and conditions may be exercised by the Directors or any delegate or representative of the Directors.

4.12 Variation and termination

- (a) The Company reserves the right at any time to:
 - (i) amend or vary these terms and conditions;
 - (ii) waive strict compliance with any provision of these terms and conditions;
 - (iii) withdraw the SPP Offer or suspend or terminate the SPP;
 - (iv) vary the timetable for the SPP, including the Closing Date; and
 - (v) not accept an Application, not issue SPP Shares or issue SPP Shares to a value less than that applied for under the SPP by an Eligible Shareholder (including a Custodian applying on behalf of its Eligible Beneficiaries or Downstream Custodian).

- (b) In the event that the SPP is withdrawn or terminated, all Application Monies will be refunded as soon as practicable in accordance with the requirements of the Corporations Act. No interest will be paid on any money returned to you.

4.13 Privacy policy

- (a) Chapter 2C of the Corporations Act requires information about you as a shareholder (including your name, address and details of the securities you hold) to be included in the public register of the entity in which you hold securities. This information must continue to be included in the public register if you cease to be a shareholder.
- (b) The Company and the Registry may collect personal information to process your Application, implement the SPP and administer your Shareholding. The personal information contained in the Register is also used to facilitate payments and corporate communications (including financial results, annual reports and other information to be communicated to Shareholders) and to ensure compliance with legal and regulatory requirements, including Australian taxation laws and the Corporations Act.
- (c) Your personal information may be disclosed to joint investors, the Registry, to securities brokers, to third party service providers, including print and mail service providers, technology providers and professional advisers, to related entities of the Company and its agents and contractors, and to ASX and other regulatory authorities, and in any case, where disclosure is required or allowed by law (which may include disclosures to the Australian Taxation Office and other government or regulatory bodies or where you have consented to the disclosure). In some cases, the types of organisations referred to above to whom your personal information may be disclosed may be located overseas.
- (d) The Registry's privacy policy is available on its website: <https://www.automicgroup.com.au/privacy-policy/>.

4.14 Governing law

- (a) These terms and conditions are governed by the laws in force in New South Wales.
- (b) Any dispute arising out of, or in connection with, these terms and conditions, or the SPP Offer, will be determined by the courts of New South Wales.
- (c) By accepting the SPP Offer, you agree to submit to the non-exclusive jurisdiction of the courts in New South Wales.
- (d) Other terms and conditions, rights and obligations of SPP Shares are contained in the Constitution of the Company.
- (e) The terms and conditions of the SPP prevail to the extent of any inconsistency with the Application Form.

4.15 Foreign Offer Restrictions

This document does not constitute an offer to sell, or a solicitation of an offer to buy, securities in the United States. The SPP Shares have not been, and will not be, registered under the Securities Act or the securities laws of any state or other jurisdiction of the United States. Accordingly, the SPP Shares may not be offered or sold in the United States except in transactions exempt from, or not subject to, the registration requirements of the Securities Act and applicable U.S. state securities laws.

New Zealand

The SPP Shares are not being offered or sold to the public within New Zealand other than to existing shareholders of the Company with registered addresses in New Zealand to whom the offer

of the SPP Shares is being made in reliance on the Financial Markets Conduct (Incidental Offers) Exemption Notice 2016.

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

5 GLOSSARY

In this Booklet, the following capitalised terms have the following meanings (unless the context requires otherwise).

Application	your application for SPP Shares under this SPP.
Application Form	your personalised application form enclosed with this Booklet.
Application Monies	the monies received from each Eligible Shareholder.
ASIC	Australian Securities & Investments Commission.
ASX	ASX Limited ACN 008 624 691 or the market operated by it as the context requires.
ASX Listing Rules	the official listing rules of ASX, as amended or replaced from time to time.
Beneficiary	either or both of the following: • one or more persons on whose behalf a Custodian holds Shares; and/or • another custodian (a Downstream Custodian) on whose behalf a Custodian holds Shares where the Downstream Custodian holds the beneficial interests in the Shares on behalf of one or more persons.
Booklet	this SPP offer booklet.
Closing Date	5:00pm (AEDT) on 10 December 2021, or such other date as the Company determines.
Company	Tinybeans Group Ltd ACN 168 481 614.
Constitution	the constitution of the Company as amended or replaced from time to time.
Corporations Act	the <i>Corporations Act 2001</i> (Cth).
Custodian	a custodian as defined in clause 4 of <i>ASIC Corporations (Share and Interest Purchase Plans) Instrument 2019/547</i> .
Custodian Certificate	a certificate complying with clause 8(3) of <i>ASIC Corporations (Share and Interest Purchase Plans) Instrument 2019/547</i> .
Director	a director of the Company.
Downstream Custodian	a downstream custodian as defined in paragraph 8 of <i>ASIC Corporations (Share and Interest Purchase Plans) Instrument 2019/547</i> .
EFT	electronic funds transfer.

Eligible Beneficiary	a Beneficiary of a Custodian with a registered address in either Australia or New Zealand as at the Record Date, provided that such Beneficiary is not an Ineligible Shareholder.
Eligible Shareholder	a Shareholder who is a registered holder of Shares on the Record Date with a registered address in either Australia or New Zealand and who is not an Ineligible Shareholder.
Ineligible Shareholder	any of the following registered holders of Shares (including a trustee, nominee or Custodian) to the extent they: a) hold Shares on their own account and reside outside Australia or New Zealand; - hold Shares on behalf of another person who resides outside Australia, or New Zealand b) ; or c) are in the United States, or they hold Shares on behalf of a person in the United States, or are acting for the account or benefit of a person in the United States (to the extent they are participating in the SPP on behalf of those persons).
Institutional Investor	sophisticated investors pursuant to s 708(8) of the Corporations Act and professional investors pursuant to s 708(11) of the Corporations Act.
Issue Date	17 December 2021, or such other date as the Company determines.
Issue Price	\$0.60, being the price per SPP Share.
Offer Period	the period commencing on the Opening Date and ending on the Closing Date.
Opening Date	22 November 2021.
Placement	the placement of new Shares raising \$8 million, announced on 18 November 2021.
Record Date	7.00pm (AEDT) on 17 November 2021.
Register	the register of Shareholders.
Registry	Automatic Pty Ltd ACN 152 260 814.
Securities Act	the United States Securities Act 1933, as amended or replaced from time to time.
Share	a fully paid ordinary share in the Company.
Shareholder	a registered holder of a Share.

SPP	the share purchase plan offer made to Eligible Shareholders under this Booklet.
SPP Offer	the offer for Eligible Shareholders to purchase up to \$30,000 worth of SPP Shares under the SPP on the terms set out in this Booklet.
SPP Shares	the new Shares offered under the SPP.
U.S. or United States	the United States of America.

CORPORATE DIRECTORY

Company

c/- Automic Group
 Tinybeans Group Ltd
 Level 5, 126 Phillip Street
 Sydney NSW 2000
 e: info@tinybeans.com
 w: www.tinybeans.com

Registry

Automic Registry Services
 Level 5, 126 Phillip Street
 Sydney NSW 2000
www.automicgroup.com.au