

19 December 2023

Dear Shareholder

General Meeting of Shareholders

The Company is scheduled to hold a General Meeting on Wednesday, 24 January 2024 at 9.00am (WST) (**Meeting**) for the approval of the Directors to participate in Tranche 2 of the Placement along with the ratification of the Tranche 1 Placement Shares and Lead Manager Options, as announced on 4 December 2023.

By virtue of the Corporations Amendment (Meetings and Documents) Act 2021, the Company will not be sending hard copies of the Notice of Meeting to shareholders.

The Notice of Meeting can be viewed and downloaded from the Company's website at <https://www.rocketdna.com/asx-announcements>

Shareholders who have a nominated email address and have elected to receive electronic communications from the Company, will receive an email to the nominated email address with a link to an electronic copy of the important Meeting documents.

If you are unable to access any of the important Meeting documents online and would like to receive a hard copy, please contact the Company Secretary, Stephen Buckley, via email at contact@rocketdna.com.

Please refer to the Proxy Form enclosed for instructions on how to lodge your proxy votes. The Company encourages shareholders to lodge their proxy form by the closing date of 9.00am (WST) on Monday, 22 January 2024.

In order to receive electronic communications from the Company in the future, please update your Shareholder details online at <https://investor.automic.com.au/#/home> and log in with your unique shareholder identification number and postcode (or country for overseas residents). Once logged in you can also lodge your proxy vote online by clicking on the "Meetings" tab.

Yours sincerely
Stephen Buckley
Company Secretary

ROCKETDNA LTD

ACN 618 678 701

Notice of General Meeting and Explanatory Statement

Date of Meeting:
24 January 2024

Time of Meeting:
9.00am (WST)

Place:
75 Thomas Street, Subiaco, Western Australia

This Notice of General Meeting and Explanatory Statement should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their accountant, solicitor or other professional advisor without delay.

ROCKETDNA LIMITED
ACN 618 678 701
Registered office: 75 Thomas Street, Subiaco WA 6008

NOTICE OF GENERAL MEETING

Notice is given that the General Meeting of Shareholders of RocketDNA Ltd (the "Company") will be held at the offices of the Company, 75 Thomas Street, Subiaco Western Australia at 9.00am (WST) on Wednesday, 24 January 2024 ("General Meeting" or "Meeting").

Shareholders are strongly encouraged to submit their proxies as early as possible and in any event prior to the cut-off for proxy voting as set out in the Notice of Meeting. To lodge your proxy, please follow the directions on your personalised proxy form which will be delivered to you by email or post (depending on your communication preferences).

The Company is happy to accept and answer questions submitted prior to the Meeting by email to stephen.buckley@rocketdna.com. Where a written question is raised in respect of the resolutions to be considered at the meeting, the Company will address the relevant question during the course of the meeting or by written response after the Meeting (subject to the discretion of the Company, including not to respond to unreasonable and/or offensive questions).

AGENDA

The Explanatory Statement and proxy form which accompany and form part of this Notice of Meeting, include defined terms and describe in more detail the matters to be considered. Please consider this Notice of Meeting, the Explanatory Statement and the proxy form in their entirety.

ORDINARY BUSINESS

Resolution 1: Approval of Issue of Shares under Placement Tranche 2 to Related Party – Christopher Clark

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

"That, for the purposes of ASX Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue up to 1,111,111 Shares to Christopher Clark (and/or his nominee) on the terms and conditions set out in the Explanatory Statement."

A voting exclusion applies to this Resolution. Please see below for further details.

Resolution 2: Approval of Issue of Shares under Placement Tranche 2 to Related Party – Paul Williamson

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

"That, for the purposes of ASX Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue up to 555,555 Shares to Paul Williamson (and/or his nominee) on the terms and conditions set out in the Explanatory Statement."

A voting exclusion applies to this Resolution. Please see below for further details.

Resolution 3: Approval of Issue of Shares under Placement Tranche 2 to Related Party – David Morton

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

"That, for the purposes of ASX Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue up to 2,222,222 Shares to David Morton (and/or his nominee) on the terms and conditions set out in the Explanatory Statement."

A voting exclusion applies to this Resolution. Please see below for further details.

Resolution 4: Ratification of prior issue of Shares under Placement Tranche 1

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

“That, for the purposes of Listing Rule 7.4 and for all other purposes, Shareholders approve, ratify and confirm the allotment and issue on 8 December 2023 of 118,333,329 fully paid Shares at an issue price of \$0.009 (0.9 cents) per Share to professional and sophisticated investors, on the terms and conditions as set out in the Explanatory Statement.”

A voting exclusion applies to this Resolution. Please see below for further details.

Resolution 5: Ratification of prior issue of Options to Prenzler Group Pty Ltd (and its nominees)

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

“That for the purposes of Listing Rule 7.4 and for all other purposes, Shareholders approve, ratify and confirm the allotment and issue on 8 December 2023 of 10,000,000 unlisted Options exercisable at \$0.018 (1.8 cents) per Option on or before the date of 7 December 2025, to Prenzler Group Pty Ltd (and its nominees), on the terms and conditions as set out in the Explanatory Statement.”

A voting exclusion applies to this Resolution. Please see below for further details.

By Order of the Board

Stephen Buckley
Company Secretary

Dated: 19 December 2023

Notes

1. **Entire Notice:** The details of the Resolutions contained in the Explanatory Statement accompanying this Notice of Meeting should be read together with, and form part of, this Notice of Meeting.
2. **Voting Entitlement Date:** The Company has determined that for the purposes of the General Meeting, Shares will be taken to be held by the persons who are registered as holding the Shares at 4:00pm (WST) on Monday, 22 January 2024. Only those persons will be entitled to vote at the General Meeting and transfers registered after that time will be disregarded in determining entitlements to attend and vote at the General Meeting.
3. **Proxies**
 - (a) Votes at the General Meeting may be given personally or by proxy, attorney or representative.
 - (b) Each Shareholder has a right to appoint one or two proxies.
 - (c) A proxy need not be a Shareholder of the Company.
 - (d) If a Shareholder is a company it must execute under its common seal or otherwise in accordance with its constitution or the Corporations Act.
 - (e) Where a Shareholder is entitled to cast two or more votes, the Shareholder may appoint two proxies and may specify the proportion of number of votes each proxy is appointed to exercise.
 - (f) If a Shareholder appoints two proxies, and the appointment does not specify the proportion or number of the Shareholder's votes, each proxy may exercise half of the votes. If a Shareholder appoints two proxies, neither proxy may vote on a show of hands.
 - (g) A proxy form must be signed by the Shareholder or his or her attorney who has not received any notice of revocation of the authority.
 - (h) To be effective, proxy forms must be received by the Company's share registry (Automic Group) no later than 48 hours before the commencement of the General Meeting, being no later than 9.00am (WST) on Monday, 22 January 2024. Any proxy form received after that time will not be valid for the scheduled meeting.

4. Corporate Representative

Any corporate shareholder who has appointed a person to act as its corporate representative at the Meeting should provide that person with a certificate or letter executed in accordance with the Corporations Act authorising him or her to act as that company's representative. The authority may be sent to the Company and/or the Company's share registry in advance of the Meeting or handed in at the Meeting when registering as a corporate representative.

5. How the Chairperson will vote Undirected Proxies

Subject to the restrictions set out in Note 6 below, the Chairperson of the Meeting will vote undirected proxies in favour of all of the proposed Resolutions.

6. Voting Exclusion Statement:

Resolution 1

The Company will disregard any votes cast in favour on this Resolution by or on behalf of Christopher Clark or any person(s) 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 entity), or an associate of those persons.

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

- (a) a person as a 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
- (b) 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
- (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - (i) 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

- (ii) the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Resolution 2

The Company will disregard any votes cast in favour on this Resolution by or on behalf of Paul Williamson or any person(s) 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 entity), or an associate of those persons.

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

- (a) a person as a 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
- (b) 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
- (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - (i) 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
 - (ii) the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Resolution 3

The Company will disregard any votes cast in favour on this Resolution by or on behalf of David Morton or any person(s) 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 entity), or an associate of those persons.

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

- (a) a person as a 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
- (b) 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
- (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - (i) 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
 - (ii) the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Resolution 4

The Company will disregard any votes cast in favour on these Resolutions by any person who participated in the issue of securities or any associates of those persons.

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

- (a) a person as a 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
- (b) 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
- (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - (i) 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
 - (ii) the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Resolution 5

The Company will disregard any votes cast in favour on this Resolution by or on behalf of Prenzler Group Pty Ltd, its nominee(s), or any other person who participated in the issue of securities or any associates of those persons.

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

- (a) a person as a 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
- (b) 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
- (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - (i) 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
 - (ii) the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

7. Enquiries

Shareholders are invited to contact the Company Secretary, on +61 8 6189 1155 if they have any queries in respect of the matters set out in these documents.

EXPLANATORY STATEMENT

Purpose of Information

This Explanatory Statement accompanies and forms part of the Company's Notice of General Meeting ("Notice of Meeting") for the General Meeting ("Meeting") which will be held at the offices of the Company at 75 Thomas Street, Subiaco Western Australia at 9.00am (WST) on Wednesday, 24 January 2024.

The Notice of Meeting incorporates, and should be read together, with this Explanatory Statement.

Background to Resolutions 1, 2, 3, 4 & 5

On 4 December 2023, the Company announced that it had received firm commitments to undertake a placement to raise \$1.1 million (**Placement**). The Placement comprises the following:

- (a) the issue of 118,333,329 Shares at a price of \$0.009 (0.9 cents) per Share (**Placement Tranche 1 Shares**) to professional and sophisticated investors via a private placement to raise up to \$1,065,000 (before costs) (the subject of Resolution 4);
- (b) the issue of 3,888,888 Shares at a price of \$0.009 (0.9 cents) per Share (**Placement Tranche 2 Shares**) to Mr Christopher Clark (or his nominees), Mr Paul Williamson (or his nominees) and Mr David Morton (or his nominees) via a private placement to raise up to \$35,000 (before costs) (the subject of Resolutions 1, 2 and 3); and
- (c) the issue of 10,000,000 Lead Manager Options to Prenzler Group Pty Ltd (or its nominees) with an exercise price of \$0.018 (1.8 cents) and an expiry date of 7 December 2025 (the subject of Resolution 5).

The Placement Tranche 1 Shares and the Lead Manager Options were issued on 8 December 2023 pursuant to the Company's existing placement capacity under Listing Rules 7.1 and 7.1A. The Company anticipates that the issue of the Placement Tranche 2 Shares to Messrs Clark, Williamson and Morton will take place as soon as reasonably practicable after the Company obtains Shareholder approval for each of the Resolutions and in any event, no later than one month after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules).

In addition, Sydney-based advisory firm, Prenzler Group Pty Ltd who acted as lead manager to the Placement (**Lead Manager**) will receive a 6% capital raising fee on the gross funds raised, pursuant to the Placement terms, for acting in this capacity. The Lead Manager and/or its nominee has received 10,000,000 options (**Lead Manager Options**), with an exercise price of \$0.018 and an expiry date of 7 December 2025 to be ratified (the subject of this Resolution 5).

Resolution 1: Approval of Issue of Shares under Placement Tranche 2 to Related Party – Christopher Clark

Background

Details of the Company's Placement are set out above. The Company is seeking Shareholder approval for the issue of the Tranche 2 Placement Shares to Christopher Clark (or his nominees) who is a Director of the Company.

Chapter 2E of the Corporations Act

For a public company, or an entity that the public company controls, to give a financial benefit to a related party of the public company, the public company or entity must:

- (a) obtain the approval of the public company's members in the manner set out in sections 217 to 227 of the Corporations Act; and
 - (b) give the benefit within 15 months following such approval,
- unless the giving of the financial benefit falls within an exception set out in sections 210 to 216 of the Corporations Act.

The issue of the Placement Tranche 2 Shares will result in the giving of a financial benefit and Christopher Clark is a related party of the Company by virtue of being a Director.

The Directors (other than Christopher Clark who has a material personal interest in Resolution 1) consider that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in respect of Resolution 1 because the Placement Tranche 2 Shares will be issued to Christopher Clark on the same terms as the Placement Tranche 1 Shares issued to non-related parties (**Placement Tranche 1 Participants**) and as such the giving of the financial benefit is on arm's length terms.

Information required by Listing Rule 10.11

Pursuant to and in accordance with ASX Listing Rule 10.13, the following information is provided in relation to Resolution 1:

Listing Rule	Details
10.13.1	The Shares will be issued to Christopher Clark (or his nominees).
10.13.2	Christopher Clark is a director of the Company and is thereby a related party of the Company under Listing Rule 10.11.1 and section 228(2) of the Corporations Act. If Christopher Clark elects to have the Shares issued to his nominee, Listing Rule 10.11.4 applies.
10.13.3	1,111,111 fully paid ordinary shares.
10.13.4	The securities issued are fully paid ordinary shares.
10.13.5	The Shares will be issued no later than 1 month after the date of the Meeting (or such later date as permitted by any ASX waiver or modification of the Listing Rules).
10.13.6	\$0.009 (0.9 cents) per Share.
10.13.7	The funds raised from this issue will be used will be used to fund growth in the autonomous drone business; to build and deploy approximately 20 autonomous xBot® units, including more software development on the front-end platform, xBot® roll-out and go-to-market activities, and to strengthen the balance sheet.
10.13.8	The Share issued are not intended to remunerate or incentivise Christopher Clark.
10.13.9	The Shares are not issued under an agreement.
10.13.10	A voting exclusion statement for this Resolution 1 is included in Note 6 of the Notice of Meeting.

Approval pursuant to ASX Listing Rule 7.1 is not required for the issue of the Placement Tranche 2 Shares as approval is being obtained under Listing Rule 10.11. Accordingly, if Resolution 1 is passed the Company will receive \$10,000 in additional funding and the issue of the Placement Tranche 2 Shares to Christopher Clark (and/or his nominee(s)) will occur and they will not be included in the use of the Company's 15% annual placement capacity pursuant to Listing Rule 7.1.

If Resolution 1 is not passed, then the issue of Placement Tranche 2 Shares to Christopher Clark (and/or his nominee(s)) will not occur and the Company will not receive \$10,000 in additional funding.

Board Recommendation

The Board (other than Christopher Clark) recommends that Shareholders vote in favour of Resolution 1.

Resolution 2: Approval of Issue of Shares under Placement Tranche 2 to Related Party – Paul Williamson

Background

Details of the Company's Placement are set out above. The Company is seeking Shareholder approval for the issue of the Tranche 2 Placement Shares to Paul Williamson (or his nominees) who is a Director of the Company.

Chapter 2E of the Corporations Act

For a public company, or an entity that the public company controls, to give a financial benefit to a related party of the public company, the public company or entity must:

(c) obtain the approval of the public company's members in the manner set out in sections 217 to 227 of the Corporations Act; and

(d) give the benefit within 15 months following such approval,

unless the giving of the financial benefit falls within an exception set out in sections 210 to 216 of the Corporations Act.

The issue of the Placement Tranche 2 Shares will result in the giving of a financial benefit and Paul Williamson is a related party of the Company by virtue of being a Director.

The Directors (other than Paul Williamson who has a material personal interest in Resolution 2) consider that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in respect of Resolution 2 because the Placement Tranche 2 Shares will be issued to Paul Williamson on the same terms as the Placement Tranche 1 Shares issued to non-related parties (**Placement Tranche 1 Participants**) and as such the giving of the financial benefit is on arm's length terms.

Information required by Listing Rule 10.11

Pursuant to and in accordance with ASX Listing Rule 10.13, the following information is provided in relation to Resolution 2:

Listing Rule	Details
10.13.1	The Shares will be issued to Paul Williamson (or his nominees).
10.13.2	Paul Williamson is a director of the Company and is thereby a related party of the Company under Listing Rule 10.11.1 and section 228(2) of the Corporations Act. If Paul Williamson elects to have the Shares issued to his nominee, Listing Rule 10.11.4 applies.
10.13.3	555,555 fully paid ordinary shares.
10.13.4	The securities issued are fully paid ordinary shares.
10.13.5	The Shares will be issued no later than 1 month after the date of the Meeting (or such later date as permitted by any ASX waiver or modification of the Listing Rules).
10.13.6	\$0.009 (0.9 cents) per Share.
10.13.7	The funds raised from this issue will be used will be used to fund growth in the autonomous drone business; to build and deploy approximately 20 autonomous xBot® units, including more software development on the front-end platform, xBot® roll-out and go-to-market activities, and to strengthen the balance sheet.
10.13.8	The Share issued are not intended to remunerate or incentivise Paul Williamson.
10.13.9	The Shares are not issued under an agreement.
10.13.10	A voting exclusion statement for this Resolution 2 is included in Note 6 of the Notice of Meeting.

Approval pursuant to ASX Listing Rule 7.1 is not required for the issue of the Placement Tranche 2 Shares as approval is being obtained under Listing Rule 10.11. Accordingly, if Resolution 2 is passed the Company will receive \$5,000 in additional funding and the issue of the Placement Tranche 2 Shares to Paul Williamson (and/or his nominee(s)) will occur and they will not be included in the use of the Company's 15% annual placement capacity pursuant to Listing Rule 7.1.

If Resolution 2 is not passed, then the issue of Placement Tranche 2 Shares to Paul Williamson (and/or his nominee(s)) will not occur and the Company will not receive \$5,000 in additional funding.

Board Recommendation

The Board (other than Paul Williamson) recommends that Shareholders vote in favour of Resolution 2.

Resolution 3: Approval of Issue of Shares under Placement Tranche 2 to Related Party – David Morton

Background

Details of the Company's Placement are set out above. The Company is seeking Shareholder approval for the issue of the Tranche 2 Placement Shares to David Morton (or his nominees) who is a Director of the Company.

Chapter 2E of the Corporations Act

For a public company, or an entity that the public company controls, to give a financial benefit to a related party of the public company, the public company or entity must:

- (e) obtain the approval of the public company's members in the manner set out in sections 217 to 227 of the Corporations Act; and
- (f) give the benefit within 15 months following such approval,

unless the giving of the financial benefit falls within an exception set out in sections 210 to 216 of the Corporations Act.

The issue of the Placement Tranche 2 Shares will result in the giving of a financial benefit and David Morton is a related party of the Company by virtue of being a Director.

The Directors (other than David Morton who has a material personal interest in Resolution 3) consider that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in respect of Resolution 3 because the Placement Tranche 2 Shares will be issued to David Morton on the same terms as the Placement Tranche 1 Shares issued to non-related parties (**Placement Tranche 1 Participants**) and as such the giving of the financial benefit is on arm's length terms.

Information required by Listing Rule 10.11

Pursuant to and in accordance with ASX Listing Rule 10.13, the following information is provided in relation to Resolution 3:

Listing Rule	Details
10.13.1	The Shares will be issued to David Morton (or his nominee).
10.13.2	David Morton is a director of the Company and is thereby a related party of the Company under Listing Rule 10.11.1 and section 228(2) of the Corporations Act. If David Morton elects to have the Shares issued to his nominee, Listing Rule 10.11.4 applies.
10.13.3	2,222,222 fully paid ordinary shares.
10.13.4	The securities issued are fully paid ordinary shares.
10.13.5	The Shares will be issued no later than 1 month after the date of the Meeting (or such later date as permitted by any ASX waiver or modification of the Listing Rules).

Listing Rule	Details
10.13.6	\$0.009 (0.9 cents) per Share.
10.13.7	The funds raised from this issue will be used will be used to fund growth in the autonomous drone business; to build and deploy approximately 20 autonomous xBot® units, including more software development on the front-end platform, xBot® roll-out and go-to-market activities, and to strengthen the balance sheet.
10.13.8	The Share issued are not intended to remunerate or incentivise David Morton.
10.13.9	The Shares are not issued under an agreement.
10.13.10	A voting exclusion statement for this Resolution 3 is included in Note 6 of the Notice of Meeting.

Approval pursuant to ASX Listing Rule 7.1 is not required for the issue of the Placement Tranche 2 Shares as approval is being obtained under Listing Rule 10.11. Accordingly, if Resolution 3 is passed the Company will receive \$20,000 in additional funding and the issue of the Placement Tranche 2 Shares to David Morton (and/or his nominee(s)) will occur and they will not be included in the use of the Company's 15% annual placement capacity pursuant to Listing Rule 7.1.

If Resolution 3 is not passed, then the issue of Placement Tranche 2 Shares to David Morton (and/or his nominee(s)) will not occur and the Company will not receive \$20,000 in additional funding.

Board Recommendation

The Board (other than David Morton) recommends that Shareholders vote in favour of Resolution 3.

Resolution 4: Ratification of prior issue of Shares under Placement Tranche 1

Background

As noted above, in order to allow the Company to receive and utilise cash invested at the earliest opportunity, participants under the Placement Tranche 1 were issued a total of 118,333,329 Placement Shares (**Placement Tranche 1 Shares**) on 8 December 2023 without shareholder approval under the Company's existing placement capacity pursuant to Listing Rules 7.1 and 7.1A (**Placement Tranche 1**).

By ratifying the issue of the Placement Tranche 1 Shares, the Company will retain the flexibility to issue equity securities in the future up to the 15% and 10% annual placement capacity set out in Listing Rules 7.1 and 7.1A without the requirement to obtain prior Shareholder approval.

The Company is therefore seeking Shareholder approval to ratify the issue of the 118,333,329 Tranche 1 Placement Shares.

Listing Rules

Listing Rule 7.1 allows the Company to issue new securities up to 15% of the existing capital of the Company in any 12-month period without the prior approval of Shareholders, excluding any issues that are subject to one of the exceptions in Listing Rule 7.2. The issue of the Placement Shares was partly within the Company's available placement capacity under ASX Listing Rule 7.1, with 64,944,067 Shares issued under Listing Rule 7.1. The remaining 53,389,262 Shares in Placement Tranche 1 were issued under Listing Rule 7.1A.

ASX Listing Rule 7.1A provides that a company may seek shareholder approval at its annual general meeting to issue additional quoted securities up to 10% of its issued capital, provided that it is an eligible entity (**Eligible Entity**). An Eligible Entity is one that, as at the date of the relevant annual general meeting –

- (a) it must have a market capitalisation of \$300 million or less.
- (b) it must not be included in the S&P/ASX 300 Index.

At the time the approval was obtained (the Company's last Annual General Meeting 25 May 2023), the Company was an Eligible Entity.

Under ASX Listing Rule 7.4 an issue of securities will be treated as having been made with the approval of Shareholders for the purposes of Listing Rules 7.1 and 7.1A if the issue did not breach Listing Rules 7.1 and 7.1A at the time and Shareholders subsequently approve it. The Company now seeks Shareholder ratification of the issue of the Placement Tranche 1 Shares pursuant to Listing Rule 7.4 in order to retain as the flexibility to issue additional equity securities in the future without having to obtain prior Shareholder approval.

If Resolution 4 is approved, the prior issue of 118,333,329 Placement Tranche 1 Shares may be treated by the Company as having been made with Shareholder approval under Listing Rules 7.1 and 7.1A. The Company will therefore have the flexibility, if required, to issue additional equity securities without the 118,333,329 Placement Tranche 1 Shares counting towards the Company's 15% and 10% placement capacities under Listing Rules 7.1 and 7.1A.

If this Resolution 4 is not approved, the prior issue of 118,333,329 Placement Tranche 1 Shares will not be treated by the Company as having been made with Shareholder approval under Listing Rules 7.1 and 7.1A. The 118,333,329 Placement Tranche 1 Shares, the subject of Resolution 4, will therefore be included in the Company's 15% and 10% placement capacities for the purposes of Listing Rules 7.1 and 7.1A. This will decrease the Company's remaining placement capacity under the Listing Rules 7.1 and 7.1A.

Information required by Listing Rule 7.5

Pursuant to and in accordance with Listing Rule 7.5, the following information is provided to Shareholders for the purpose of obtaining Shareholder approval pursuant to Listing Rule 7.4:

Listing Rule	Details
7.5.1	The Placement Tranche 1 Shares were issued to new Shareholders identified as professional and sophisticated investors under section 708 of the Corporations Act by the Lead Manager. Other than JAF Capital Pty Ltd (the sole director of which is also the authorised representative of Prenzler Group Pty Ltd, and advisor to the Company) none of these professional and sophisticated investors are 'material investors' for the purposes of paragraph 7.2 of ASX Guidance Note 21.
7.5.2	118,333,329 Placement Tranche 1 Shares were issued.
7.5.3	The Placement Tranche 1 Shares issued were all fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares.
7.5.4	The Placement Tranche 1 Shares were issued on 8 December 2023.
7.5.5	The Placement Tranche 1 Shares were issued at a price of \$0.009 (0.9 cents) per Tranche 1 Placement Share.
7.5.6	The funds raised from this issue will be used will be used to fund growth in the autonomous drone business; to build and deploy approximately 20 autonomous xBot® units, including more software development on the front-end platform, xBot® roll-out and go-to-market activities, and to strengthen the balance sheet.
7.5.7	The Placement Tranche 1 Shares were not issued under an agreement.
7.5.8	A voting exclusion statement for this Resolution 4 is included in Note 6 of the Notice of Meeting.

Board Recommendation

The Board recommends that Shareholders vote in favour of Resolution 4.

Resolution 5: Ratification of prior issue of Options to Prenzler Group Pty Ltd (and nominees)

Background

Details of the Company's Placement are set out above. The Company is seeking Shareholder approval for the ratification of the Lead Manager Options to Prenzler Group Pty Ltd (or their nominees).

Sydney-based advisory firm, Prenzler Group Pty Ltd who acted as lead manager to the Placement (**Lead Manager**) will receive a 6% capital raising fee on the gross funds raised, pursuant to the Placement terms, for acting in this capacity. The Lead Manager and/or its nominee has received 10,000,000 options (**Lead Manager Options**), with an exercise price of \$0.018 and an expiry date of 7 December 2025, the subject of this Resolution 5.

By ratifying the issue of the Lead Manager Options, the Company will retain the flexibility to issue equity securities in the future up to the 15% placement capacity set out in Listing Rules 7.1 without the requirement to obtain prior Shareholder approval.

The Company is therefore seeking Shareholder approval to ratify the issue of the 10,000,000 Lead Manager Options.

Listing Rule 7.1

Subject to a number of exceptions under Listing Rule 7.2, Listing Rule 7.1 provides that a company must not, without shareholder approval, issue or agree to issue more securities during any 12 month period than that amount which represents 15% of the number of fully paid ordinary securities on issue at the commencement of that 12 month period (**15% Placement Capacity**).

The Resolution 5 Issue did not fit within any of the exceptions and as it was not approved by the Company's Shareholders, it effectively uses up part of the Company's 15% Placement Capacity, reducing the number of equity securities that the Company can issue without further Shareholder approval for 12 months following the date of the Resolution 5 Issue.

Under Listing Rule 7.4 an issue of securities will be treated as having been made with the approval of shareholders for the purposes of Listing Rule 7.1 if the issue did not breach Listing Rules 7.1 at the time and shareholders subsequently approve it. The Resolution 5 Issue was within the Company's 15% Placement Capacity and the Company now seeks Shareholder ratification of the Resolution 5 Issue pursuant to Listing Rule 7.4 to maintain as much flexibility as possible to issue additional equity securities without having to obtain Shareholder approval for such issues under Listing Rule 7.1.

If Resolution 5 is approved, the Resolution 5 Issue may be treated by the Company as having been made with Shareholder approval under Listing Rule 7.1. The Company will therefore be able to issue additional equity securities without the Lead Manager Options the subject of Resolution 5, counting towards the 15% Placement Capacity for the purposes of Listing Rule 7.1.

If Resolution 5 is not approved, the Resolution 5 Issue will not be treated by the Company as having been made with Shareholder approval under Listing Rule 7.1. The Company will therefore have the Lead Manager Options the subject of Resolution 5 as counting towards the 15% Placement Capacity for the purposes of Listing Rule 7.1. This will limit the Company's 15% Placement Capacity under the Listing Rule 7.1.

Information required by Listing Rule 7.5

Listing Rule 7.5 requires that the following information be provided to Shareholders for the purpose of obtaining Shareholder approval pursuant to Listing Rule 7.4:

Listing Rule	Details
7.5.1	The Lead Manager Options under Resolution 5 were issued to Prenzler Group Pty Ltd and its nominees.
7.5.2	10,000,000 Lead Manager Options were issued.

Listing Rule	Details
7.5.3	Each Lead Manager Option will be exercisable at \$0.018, expiring on 7 December 2025 and will, upon exercise, entitle the holder to one fully paid ordinary share in the Company. Please refer to Annexure A for further details on the terms of the Lead Manager Options.
7.5.4	The Lead Manager Options were issued on 8 December 2023.
7.5.5	The Lead Manager Options were issued for nil consideration. The Company will only receive funds upon the exercise of any Option.
7.5.6	Lead Manager Options issued under Resolution 5 were issued pursuant to the Lead Manager Mandate for services rendered by Prenzler Group Pty Ltd to the Company in respect of the Placement.
7.5.7	The issue of Lead Manager Options under Resolution 5 occurred under the Lead Manager Agreement entered into between Prenzler Group Pty Ltd and the Company for the Placement dated on or about 27 November 2023. Pursuant to the Lead Manager Agreement, in addition to the 10 million Lead Manager Options, Prenzler Group Pty Ltd will receive a 6% capital raising fee on the gross funds raised for acting in the capacity as Lead Manager. Also pursuant to the Lead Manager Agreement, the Lead Manager agreed to (inter alia) act as lead manager and broker for the purposes of the Placement and to assist on a best endeavours basis to facilitate the Placement. The Lead Manager Agreement contains other terms and conditions considered standard for an agreement of its nature. The Lead Manager is not a related party of the Company.
7.5.8	A voting exclusion statement for this Resolution 5 is included in Note 6 of the Notice of Meeting.

Board Recommendation

The Board recommends that Shareholders vote in favour of Resolution 5.

GLOSSARY

The following terms have the following meanings in this Explanatory Statement:

“\$” means Australian Dollars;

“ASX” means ASX Limited ABN 98 008 624 691 or the Australian Securities Exchange, as the context requires;

“ASX Settlement Operating Rules” means the rules of ASX Settlement Pty Ltd which apply while the Company is an issuer of CHESS approved securities;

“Board” means the Directors acting as the board of Directors of the Company or a committee appointed by such board of Directors;

“Chairperson” means the person appointed to chair the Meeting of the Company convened by the Notice of Meeting;

“CHESS” has the meaning in Section 2 of the ASX Settlement Operating Rules;

“Company” means RocketDNA Ltd ACN 618 678 701;

“Constitution” means the constitution of the Company as at the date of the Meeting;

“Corporations Act” means the Corporations Act 2001 (Cth);

“Director” means a Director of the Company;

“Explanatory Statement” means the explanatory statement which forms part of this Notice of Meeting;

“Lead Manager” has the meaning given to that term under the paragraph “Background” in the Resolution 5 Section of the Explanatory Statement;

“Lead Manager Option” has the meaning given to that term under the paragraph “Background” in the Resolution 5 Section of the Explanatory Statement;

“Listing Rules” means the Listing Rules of the ASX;

“Meeting” has the meaning given in the introductory paragraph of the Notice of Meeting;

“Notice of Meeting” means this notice of meeting including the Explanatory Statement;

“Option” means an option to acquire one Share;

“Placement” has the meaning given to that term under the Section titled “Background to Resolutions 1, 2, 3, 4 & 5” of the Explanatory Statement;

“Placement Tranche 1” has the meaning given to that term under the paragraph “Background to Resolutions 1, 2, 3, 4 & 5” of the Explanatory Statement;

“Placement Tranche 1 Shares” has the meaning given to that term in under the paragraph “Background to Resolutions 1, 2, 3, 4 & 5” of the Explanatory Statement;

“Placement Tranche 2” has the meaning given to that term under the paragraph “Background to Resolutions 1, 2, 3, 4 & 5” of the Explanatory Statement;

“Placement Tranche 2 Shares” has the meaning given to that term in under the paragraph “Background to Resolutions 1, 2, 3, 4 & 5” of the Explanatory Statement;

“Proxy Form” means the proxy form enclosed with the Notice of Meeting;

“Resolution” means a resolution referred to in the Notice of Meeting;

“Section” means a section of the Explanatory Statement;

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

“Shareholder” means shareholder of the Company; and

“Trading Day” means a day determined by ASX to be a trading day in accordance with the Listing Rules.

“WST” means Western Standard Time.

Annexure A – Terms of Lead Manager Options

(a) **Entitlement**

Each Option entitles the holder to subscribe for one Share upon exercise of the Option.

(b) **Exercise Price**

The Options have an exercise price \$0.018 (1.8 cents).

(c) **Expiry Date**

Each Option will expire at 5:00pm (WST) on 7 December 2025. An Option not exercised before the Expiry Date will automatically lapse on the Expiry Date.

(d) **Notice of Exercise**

The Options may be exercised during the Exercise Period by notice in writing to the Company (Notice of Exercise) and payment of the Exercise Price for each Option being exercised in Australian currency by electric funds transfer or other means of payment acceptable to the Company. Any Notice of Exercise of an Option received by the Company will be deemed to be effective notice of the exercise of that Option on and from the date of receipt of the Notice of Exercise and the receipt of the full amount of the Exercise Price for each Option exercised in cleared funds.

The Options may only be exercised in multiples of 100,000 on each occasion.

(e) **Shares issued on exercise**

Shares issued on exercise of the Options will rank equally with the then issued shares of the Company.

(f) **Quotation of Shares on exercise**

Application will be made by the Company to ASX for quotation of the Shares issued upon the exercise of the Options.

(g) **Timing of issue of Shares**

After the Exercise Date, the Company must, within, five business days:

- (i) issue the number of Shares required under these terms and conditions in respect of the number of Options specified in the Notice of Exercise and for which cleared funds have been received by the Company;
- (ii) if required, give ASX a notice that complies with section 708A(5)(e) of the Corporations Act; and
- (iii) if admitted to the official list of ASX at the time, do all such acts, matters and things to obtain the grant of official quotation of the Share on ASX no later than 5 Business Days after issuing the Shares.

If a notice delivered under paragraph (g)(ii) for any reason is not effective to ensure that an offer for sale of the Shares does not require disclosure to investors, the Company must, no later than 20 business days after becoming aware of such notice being ineffective, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors and in these circumstances, the holder agrees not to trade the Shares for so long as the Shares are subject to such restrictions.

(h) **Participation in new issues**

There are no participation rights or entitlements inherent in the Options and holders will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Options. However, the Company will giveholders of the Options notice of the proposed issue prior to the date for determining entitlements to participate in any such issue.

(i) **Adjustment for bonus issues of Shares**

If the Company makes a bonus issue of Shares or other securities to existing Shareholders (other than an issue in lieu or in satisfaction of dividends or by way of dividend reinvestment):

- (i) the number of Shares which must be issued on the exercise of an Option will be increased by the number of Shares which the Optionholder would have received if the Optionholder had exercised the Option before the record date for the bonus issue; and
- (ii) no change will be made to the Exercise Price.

(j) **Adjustment for entitlement issue**

If the Company makes an issue of Shares pro rata to existing Shareholders (other than an issue in lieu or in satisfaction of dividends or by way of dividend reinvestment), the Exercise Price of an Option will be adjusted according to the following formula:

$$\text{New exercise price} = O - \frac{E[P-(S+D)]}{N+1}$$

Where:

- O = the old Exercise Price of the Option.
- E = the number of underlying Shares into which one Option is exercisable.
- P = average market price per Share weighted by reference to volume of the Company's Shares during the 5 trading days ending on the day before the ex rights date or ex entitlements date of the relevant pro rata issue.
- S = the subscription price of a Share under the pro rata issue.
- D = the dividend due but not yet paid on the existing underlying Shares (except those to be issued under the pro rata issue).
- N = the number of Shares with rights or entitlements that must be held to receive a right to one Share.

(k) **Adjustments for reorganisation**

If there is any reorganisation of the issued share capital of the Company, the rights of the Optionholder will be varied to comply with the Listing Rules which apply to the reorganisation at the time of the reorganisation.

(l) **Options not quoted**

The Company will not apply to ASX for quotation of the Options.

(m) **Options not transferable**

The Options will not be transferrable.

(n) **Lodgement Instructions**

Cheques shall be in Australian currency made payable to the Company and crossed "Not Negotiable". The application for shares on exercise of the Options with the appropriate remittance should be lodged at the Company's registered office.

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Proxy Voting Form

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

RocketDNA Ltd | ABN 17 618 678 701

Your proxy voting instruction must be received by **09.00am (AWST) on Monday, 22 January 2024**, 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

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>.

Lodging your Proxy Voting Form:

Online

Use your computer or smartphone to appoint a proxy at <https://investor.automic.com.au/#/loginsah> or scan the QR code below using your smartphone

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



BY MAIL:

Automic
GPO Box 5193
Sydney NSW 2001

IN PERSON:

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Sydney NSW 2000

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