



12 November 2024

Dear Shareholder

General Meeting of Shareholders

The Company is scheduled to hold a General Meeting on Thursday, 12 December 2024 at 9.00am (WST) **(Meeting)** at the registered office of the Company, 75 Thomas Street, Subiaco, Western Australia.

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, unless this has been requested.

The Notice of Meeting can be viewed and downloaded from the Company's website at <https://www.rocketdna.com/au/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 stephen.buckley@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 Tuesday, 10 December 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:
12 December 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 Thursday, 12 December 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: 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 7 November 2024 of 124,028,710 Shares at an issue price of \$0.013 (1.3 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 2: Approval of Issue of Shares under Placement Tranche 2

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

"That, for the purposes of Listing Rules 7.1 and for all other purposes, Shareholders approve the allotment and issue of up to 68,278,982 Shares at an issue price of \$0.013 (1.3 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 3: Approval of issue of Lead Manager Options to Morgans Corporate Limited (or its nominees)

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

"That, for the purposes of Listing Rules 7.1 and for all other purposes, Shareholders approve the allotment and issue of up to 5,000,000 Lead Manager Options exercisable at \$0.0195 (1.95 cents) per Option on or before the date three years from the date of issue, to Morgans Corporate Limited (or 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.

Resolution 4: Ratification of prior issue of Debt Facility Options to ACM AEPF Pty Ltd

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 5 September 2024 of 20,000,000 Debt Facility Options exercisable at \$0.011 (1.1 cents) per Option on or before the date of 29 August 2027, to ACM AEPF Pty Ltd, 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: Approval of Issue of Shares under Placement Tranche 2 to a 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 2,307,692 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.

By Order of the Board

Stephen Buckley
Company Secretary

Dated: 8 November 2024

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 Tuesday, 10 December 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 Tuesday, 10 December 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:**

In accordance with Listing Rule 14.11, the Company will disregard any votes cast in favour of each resolution set out below by or on behalf of the following persons in each case:

Resolution 1 – Ratification of prior issue of Shares under Placement Tranche 1	The Company will disregard any votes cast in favour of this Resolution 1 by any person who participated in the issue of securities, or any associates of those persons.
Resolution 2 – Approval of Issue of Shares under Placement Tranche 2	The Company will disregard any votes cast in favour of this Resolution 2 by persons who are expected to participate in, or who will obtain a material benefit as a result of, the proposed issues (except a benefit solely by reason of being a holder of ordinary securities in the entity), or any associates of those persons.

Resolution 3 – Approval of Issue of Lead Manager Options to Morgans Corporate Limited (or its nominees)	The Company will disregard any votes cast in favour of this Resolution 3 by Morgans Corporate Limited, or its nominee(s), or any associates of those persons who are expected to participate in, or who will obtain a material benefit as a result of, the proposed issues (except a benefit solely by reason of being a holder of ordinary securities in the entity), or any associates of those persons.
Resolution 4 – Ratification of prior issue of Debt Facility Options to ACM AEPF Pty Ltd	The Company will disregard any votes cast in favour of this Resolution 4 by ACM AEPF Pty Ltd or any associates of ACM AEPF Pty Ltd.
Resolution 5: Approval of Issue of Shares under Placement Tranche 2 to a Related Party – David Morton	The Company will disregard any votes cast in favour of this Resolution 5 by 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 the Resolution by:

- a) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with the directions given to the proxy or attorney to vote on the Resolution in that way; or
- b) the Chair 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 the 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 6245 9194 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 Thursday, 12 December 2024.

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

Background to Resolutions 1, 2 & 3

On 30 October 2024, the Company announced that it had received firm commitments to undertake a placement to raise \$2.5 million (**Placement**). The Placement comprises the following:

- (a) the issue of 124,028,710 Shares at a price of \$0.013 (1.3 cents) per Share (**Placement Tranche 1 Shares**) to professional and sophisticated investors via a private placement to raise up to \$1,612,374 (before costs) (the subject of Resolution 1);
- (b) the issue of 68,278,982 Shares at a price of \$0.013 (1.3 cents) per Share (**Placement Tranche 2 Shares**) to professional and sophisticated investors via a private placement to raise up to \$887,626 (before costs) (the subject of Resolution 2); and
- (c) the issue of 5,000,000 Lead Manager Options to Morgans Corporate Limited (or its nominees) with an exercise price of \$0.013 (1.3 cents) and an expiry date of three years from the date of issue (the subject of Resolution 3).

The Placement Tranche 1 Shares were issued on 7 November 2024 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 and the Lead Manager Options 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, Brisbane-based advisory firm, Morgans Corporate Limited 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. Subject to Shareholder approval the Lead Manager and/or its nominee(s) will also receive 5,000,000 options (**Lead Manager Options**), with an exercise price of \$0.0195 (1.95 cents) and an expiry date of three years from the date of issue (the subject of Resolution 3).

Resolution 1: 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 124,028,710 Placement Shares (**Placement Tranche 1 Shares**) on 7 November 2024 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 124,028,710 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 58,417,226 Shares

issued under Listing Rule 7.1. The remaining 65,611,484 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 24 May 2024), 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 1 is approved, the prior issue of 124,028,710 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 124,028,710 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 1 is not approved, the prior issue of 124,028,710 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 124,028,710 Placement Tranche 1 Shares, the subject of Resolution 1, 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. None of these professional and sophisticated investors are 'material investors' for the purposes of paragraph 7.4 of ASX Guidance Note 21.
7.5.2	124,028,710 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 7 November 2024.
7.5.5	The Placement Tranche 1 Shares were issued at a price of \$0.013 (1.3 cents) per Tranche 1 Placement Share.
7.5.6	<p>The funds raised facilitate the following development goals:</p> <ul style="list-style-type: none"> • Manufacturing and Scaling xBot® Inventory; • Selective Business Development Hires; • Accelerating Deployment of Drone as First Responder (DFR) Product; • Enhancing Software Capabilities and Site Tube Development; • Advancing XBot® Product Development (Phase 2); and • Strengthening Financial Position and Debt Management.
7.5.7	The Placement Tranche 1 Shares were not issued under an agreement.
7.5.8	A voting exclusion statement for this Resolution 1 is included in Note 6 of the Notice of Meeting.

Board Recommendation

The Directors recommend that Shareholders vote in favour of Resolution 1.

The Chair of the meeting intends to vote undirected proxies in favour of this Resolution 1.

Resolution 2: Approval of Issue of Shares under Placement Tranche 2

Background

As noted above, as part of the Company's Placement announced to the market on 30 October 2024, the Company is proposing to issue 68,278,982 fully paid ordinary shares (Placement Tranche 2 Shares) at \$0.013 (1.3 cents) per share (Placement Tranche 2).

No securities have yet been granted to those investors participating in the Placement Tranche 2. The issue of the 68,278,982 Placement Tranche 2 Shares under the Placement Tranche 2 is subject to shareholder approval under Resolution 2.

Listing Rule 7.1

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. Please also refer to the above Section in relation to Resolution 1 as to the application of the Listing Rules 7.1 and 7.1A.

As the issue of Shares under Resolution 2 (**Resolution 2 Issue**) would, without shareholder approval, exceed that 15% limit, the Company proposes Resolution 2 to seek Shareholder approval under Listing Rule 7.1 for the Resolution 2 Issue.

To this end, Resolution 2 seeks Shareholder approval for the Resolution 2 Issue under and for the purposes of Listing Rule 7.1.

If Resolution 2 is passed, the Company will undertake the Resolution 2 Issue to raise approximately \$887,626 (before issue costs) without using any of its placement capacity under Listing Rule 7.1 thereby retaining the flexibility to make future issues of equity securities up to the 15% limit.

If Resolution 2 is not passed, the Company will not be able to undertake the Resolution 2 Issue and will not raise approximately \$887,626 (before issue costs).

Information required by Listing Rule 7.3

The following information is provided in relation to the Resolution 2 Issue, as required by Listing Rule 7.3:

Listing Rule	
7.3.1	Placement Tranche 2 Shares will be issued to new and existing Professional and Sophisticated Investors (being professional or sophisticated investors for the purposes of section 708 of the Corporations Act, who are clients of the Lead Manager). For the purposes of paragraph 7.2 of ASX Guidance Note 21, we note that Altor Capital Pty Ltd, which is a substantial holder in the Company at the time of committing to the Placement, has taken up more than 1% of the Company's issued capital at the time of the Placement.
7.3.2	68,278,982 Placement Tranche 2 Shares are proposed to be issued.
7.3.3	The Placement Tranche 2 Shares issued under Resolution 2 are ordinary fully paid shares of the Company and rank equally with existing Shares of the Company at the time of issue.
7.3.4	The Placement Tranche 2 Shares will be issued no later than 3 months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver of modification of the Listing Rules).
7.3.5	The Placement Tranche 2 Shares will be issued at a price of \$0.013 (1.3 cents) per Placement Tranche 2 Share.
7.3.6	<p>The funds raised facilitate the following development goals:</p> <ul style="list-style-type: none"> • Manufacturing and Scaling xBot® Inventory; • Selective Business Development Hires; • Accelerating Deployment of Drone as First Responder (DFR) Product; • Enhancing Software Capabilities and Site Tube Development; • Advancing XBot® Product Development (Phase 2); and • Strengthening Financial Position and Debt Management.
7.3.7	The Shares are not being issued under an agreement.
7.3.8	The Shares are not being issued under, or to fund, a reverse takeover.
7.3.9	A voting exclusion statement for this Resolution 2 is included in this Notice of Meeting.

Board Recommendation

The Directors recommend that Shareholders vote in favour of Resolution 2.

The Chair of the meeting intends to vote undirected proxies in favour of this Resolution 2.

Resolution 3: Approval of issue of Lead Manager Options to Morgans Corporate Limited (or its nominees)

Background

Details of the Company's Placement are set out above.

Brisbane-based advisory firm, Morgans Corporate Limited 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. Subject to Shareholder approval the Lead Manager and/or its nominee(s) will also receive 5,000,000 options (**Lead Manager Options**), with an exercise price of \$0.0195 (1.95 cents) and an expiry date of three years from the date of issue (the subject of Resolution 3).

Listing Rule 7.1

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. Please also refer to the above Section in relation to Resolution 3 as to the application of the Listing Rules 7.1 and 7.1A.

As the issue of Lead manager Options under Resolution 3 (**Resolution 3 Issue**) would, without shareholder approval, exceed that 15% limit, the Company proposes Resolution 3 to seek Shareholder approval under Listing Rule 7.1 for the Resolution 3 Issue.

To this end, Resolution 3 seeks Shareholder approval for the Resolution 3 Issue under and for the purposes of Listing Rule 7.1.

If Resolution 3 is passed, the Company will undertake the Resolution 3 Issue without using any of its placement capacity under Listing Rule 7.1 thereby retaining the flexibility to make future issues of equity securities up to the 15% limit.

If Resolution 3 is not passed, the Company will not be able to undertake the Resolution 3 Issue and in order to comply with the mandate with the Lead Manager, the Company will seek to grant the Lead Manager Options to Morgans Corporate Limited (or its nominees) on a progressive basis in accordance with its available placement capacity under Listing Rule 7.1.

Information required by Listing Rule 7.3

The following information is provided in relation to the Resolution 3 Issue, as required by Listing Rule 7.3:

Listing Rule	
7.3.1	The Lead Manager Options will be issued to Morgans Corporate Limited (or its nominees).
7.3.2	5,000,000 Lead Manager Options are proposed to be issued.
7.3.3	The Lead Manager Options will have an exercise price of \$0.0195 (1.95 cents) and an expiry date that is three years from the date of issue. Please refer to Schedule 1 for further details of the Lead Manager Options.
7.3.4	The Lead Manager Options may be issued progressively but no later than 3 months after the date of this Meeting (or such later date to the extent permitted by any ASX waiver of modification of the ASX Listing Rules)
7.3.5	The Lead Manager Options are being issued for nil consideration as they are being issued to Morgans Corporate Limited (or its nominees) in their capacity as lead manager to the Placement.
7.3.6	No funds will be raised from issuing the Lead Manager Options.
7.3.7	Brisbane-based advisory firm, Morgans Corporate Limited as lead manager to the Placement under a mandate and will receive a 6% capital raising fee on the total funds raised, pursuant to the Placement terms, for acting in this capacity. The Lead Manager (or its nominees) will receive 5,000,000 Lead Manager Options, with an exercise price of \$0.0195 and an expiry date that is three years from the date of issue, subject to the successful completion of the placement and shareholder approval. 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.
7.3.8	The Lead Manager Options are not being issued under, or to fund, a reverse takeover.
7.3.9	A voting exclusion statement for this Resolution 3 is included in this Notice of Meeting.

Board Recommendation

The Directors recommend that Shareholders vote in favour of Resolution 3.

The Chair of the meeting intends to vote undirected proxies in favour of this Resolution 3.

Resolution 4: Ratification of prior issue of Debt Facility Options to ACM AEPF Pty Ltd

Background

On 27 August 2024, the Company announced the successful execution of \$1 million unsecured revolving debt facility (**Debt Facility**) with ACM AEPF Pty Ltd, a wholly owned subsidiary of Altor Capital Pty Ltd (**Altor Capital**), a leading alternative asset management company.

Altor Capital, via its Emerging Growth Fund, a major shareholder in RocketDNA, has agreed to provide a revolving debt facility of up to \$1 million, that will enable the Company to accelerate its growth plans to deploy AI-enabled xBot® autonomous drone solutions in a number of customer markets.

Key terms of the debt facility agreement include:

- Two tranches of \$500,000 each, with the second tranche available from 1 January 2025 subject to the Lender's investment committee's approval;
- 8% p.a. interest rate over a 42-month term;
- 1% per annum fee payable on any undrawn amount of each tranche (if any); and
- Can be repaid anytime during the term.

RocketDNA has issued to ACM AEPF Pty Ltd, 20 million Tranche 1 Options for the Tranche 1 Advance, exercisable at \$0.011 per share and expiring on the date of 29 August 2027 (**Debt Facility Options**). In addition, RocketDNA must issue 20 million Tranche 2 Options as soon as practicable following draw-down on the Tranche 2 Advance, exercisable at \$0.011 per share and expiring 36 months from 30 August 2024.

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 4 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 4 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 4 Issue was within the Company's 15% Placement Capacity and the Company now seeks Shareholder ratification of the Resolution 4 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 4 is approved, the Resolution 4 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 Debt Facility Options the subject of Resolution 4, counting towards the 15% Placement Capacity for the purposes of Listing Rule 7.1.

If Resolution 4 is not approved, the Resolution 4 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 Debt Facility Options the subject of Resolution 4 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 Debt Facility Options under Resolution 4 were issued to ACM AEPF Pty Ltd.
7.5.2	20,000,000 Debt Facility Options were issued.
7.5.3	Each Debt Facility Option will be exercisable at \$0.011 (1.1 cents), expiring on 29 August 2027 and will, upon exercise, entitle the holder to one fully paid ordinary share in the Company. Please refer to Schedule 2 for further details on the terms of the Debt Facility Options.
7.5.4	The Debt Facility Options were issued on 5 September 2024.
7.5.5	The Debt Facility Options were issued for nil consideration. The Company will only receive funds upon the exercise of any Option.
7.5.6	Debt Facility Options issued under Resolution 4 were issued pursuant to the unsecured revolving debt facility Agreement with ACM AEPF Pty Ltd (a wholly owned subsidiary of Altor Capital Pty Ltd).
7.5.7	<p>The issue of Debt Facility Options under Resolution 4 occurred under the unsecured revolving debt facility Agreement for \$1 million entered into between ACM AEPF Pty Ltd (a wholly owned subsidiary of Altor Capital Pty Ltd) (Lender) and the Company. The unsecured revolving debt Agreement includes the following key terms:</p> <ul style="list-style-type: none"> • Two tranches of \$500,000 each, with the second tranche available from 1 January 2025 subject to the Lender's investment committee's approval; • 8% p.a. interest rate over a 42-month term; • 1% per annum fee payable on any undrawn amount of each tranche (if any); and • Can be repaid anytime during the term. <p>The agreement contains various other terms that are considered standard for agreements of this nature. The Lender is not a related party of the Company.</p>
7.5.8	A voting exclusion statement for this Resolution 4 is included in Note 6 of the Notice of Meeting.

Board Recommendation

The Directors recommend that Shareholders vote in favour of Resolution 4.

The Chair of the meeting intends to vote undirected proxies in favour of this Resolution 4.

Resolution 5: Approval of Issue of Shares under Placement Tranche 2 to a 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:

- (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 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 5) consider that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in respect of Resolution 5 because the Placement Tranche 2 Shares will be issued to David Morton on the same terms as the Placement Tranche 1 Shares were issued to non-related parties 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 5:

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 would apply.
10.13.3	2,307,692 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	\$0.013 (1.3 cents) per Share.
10.13.7	The funds raised facilitate the following development goals: <ul style="list-style-type: none">• Manufacturing and Scaling xBot® Inventory;• Selective Business Development Hires;• Accelerating Deployment of Drone as First Responder (DFR) Product;• Enhancing Software Capabilities and Site Tube Development;• Advancing XBot® Product Development (Phase 2); and• Strengthening Financial Position and Debt Management.
10.13.8	The Share issued are not intended to remunerate or incentivise David Morton.

Listing Rule	Details
10.13.9	The Shares are not issued under an agreement.
10.13.10	A voting exclusion statement for this Resolution 5 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, the issue of the Placement Tranche 2 Shares to David Morton (and/or his nominee(s)) will not be included in the use of the Company's 15% annual placement capacity pursuant to Listing Rule 7.1.

Board Recommendation

The Board (other than David Morton) recommends that Shareholders vote in favour of Resolution 5.

The Chair of the meeting intends to vote undirected proxies in favour of this 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;

"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;

"Company" means RocketDNA Ltd ACN 618 678 701;

"Corporations Act" means the Corporations Act 2001 (Cth);

"Debt Facility" has the meaning given to that term under the paragraph "Background" in the Resolution 4 Section of the Explanatory Statement;

"Debt Facility Option" has the meaning given to that term under the paragraph "Background" in the Resolution 4 Section of the Explanatory Statement;

"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 3 Section of the Explanatory Statement;

"Lead Manager Option" has the meaning given to that term under the paragraph "Background" in the Resolution 3 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" of the Explanatory Statement;

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

"Placement Tranche 2" has the meaning given to that term under the paragraph "Background to Resolutions 1, 2 & 3" 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" 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.

Schedule 1 – 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 \$0.195 (1.95 cents).

(c) **Expiry Date**

Each Option will expire at 5:00pm (WST) three years from the date of issue. 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**

Each Lead Manager Option is non-transferable until after the period of 12 months from issue.

(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.

Schedule 2 – Terms of Debt Facility Options

(a) **Entitlement**

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

(b) **Exercise Price**

Subject to clause (j) below, the amount payable upon exercise of each Debt Facility Option will be \$0.011 (**Exercise Price**).

(c) **Expiry Date**

Each Debt Facility Option will expire at 5.00pm (AWST) on 29 August 2027 (**Expiry Date**). A Debt Facility Option not exercised before the Expiry Date will automatically lapse on the Expiry Date.

(d) **Exercise Period**

The Debt Facility Options are exercisable at any time on or prior to the Expiry Date (**Exercise Period**).

(e) **Notice of Exercise**

The Debt Facility Options may be exercised during the Exercise Period by notice in writing to the Company in the manner specified on the Debt Facility Option certificate (**Notice of Exercise**) and payment of the Exercise Price for each Debt Facility Option being exercised in Australian currency by electronic funds transfer or other means of payment acceptable to the Company.

(f) **Exercise Date**

A Notice of Exercise is only effective on and from the later of the date of receipt of the Notice of Exercise and the date of receipt of the payment of the Exercise Price for each Debt Facility Option being exercised in cleared funds (**Exercise Date**).

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

Within 5 Business Days after the later of the following:

- (i) the Exercise Date; and
- (ii) when excluded information in respect to the Company (as defined in section 708A(7) of the *Corporations Act 2001* (Cth) (**Corporations Act**)) (if any) ceases to be excluded information,

but in any case no later than 5 Business Days after the Exercise Date, the Company will:

- (iii) allot and issue the number of Shares required under these terms and conditions in respect of the number of Debt Facility Options specified in the Notice of Exercise and for which cleared funds have been received by the Company;
- (iv) if required, give ASX a notice that complies with section 708A(5)(e) of the Corporations Act, or, if the Company is unable to issue such a notice, as soon as practicable 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 that case the Shares may not be disposed of until after the prospectus has been lodged; and
- (v) if admitted to the official list of ASX at the time, apply for official quotation on ASX of Shares issued pursuant to the exercise of the Debt Facility Options.

If a notice delivered under clause (g)(iv) 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 5 Business Days or as soon as practicable 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 that case the Shares may not be disposed of until after the prospectus has been lodged.

(h) **Shares issued on exercise**

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

(i) **Quotation of Debt Facility Option and of Shares issued on exercise**

- (i) The Company will not apply for quotation of the Debt Facility Options to ASX.
- (ii) Application will be made by the Company to ASX for quotation of the Shares issued upon the exercise of the Debt Facility Options.

(j) **Reorganisation of capital**

If at any time the issued capital of the Company is subject to a reorganisation (including consolidation, subdivision, reduction or return), all rights of a Debt Facility Optionholder are to be changed in a manner consistent with the Corporations Act and the ASX Listing Rules at the time of the reorganisation.

(k) **Participation in new issues**

There are no participation rights or entitlements inherent in the Debt Facility Options and holders will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Debt Facility Options without exercising the Debt Facility Options.

(l) **Change in exercise price**

While the Debt Facility Options remain on issue and unexercised, if a future pro rata issue (other than a bonus issue) is undertaken by the Company during the period beginning on 30 August 2024 and ending on the date that is 36 months following 30 August 2024, the Exercise Price of the Debt Facility Options will be adjusted in accordance with ASX Listing Rule 6.22.

Otherwise, a Debt Facility Option does not confer the right to a change in Exercise Price or a change in the number of underlying securities over which the Debt Facility Option can be exercised.

(m) **Bonus issues**

If from time to time before the expiry of the Debt Facility Options the Company makes a bonus issue of Shares to its Shareholders, then upon exercise of a Debt Facility Option the Optionholder will be entitled to have issued to it (in addition to the Shares which it is otherwise entitled to have issued to it upon such exercise) additional Shares in the Company. The number of additional Shares is the number of bonus Shares which would have been issued to the Optionholder if the Debt Facility Options had been exercised before the record date for the relevant issue of Shares.

(n) **Transferability**

Each Debt Facility Option is non-transferable until after the period of 12 months from issue.

(o) **Business Days**

Business Day means a day that is not a Saturday, Sunday or any other day which is a public holiday or a bank holiday in Perth, Western Australia.



RocketDNA Ltd | ABN 17 618 678 701

Your proxy voting instruction must be received by **09.00am (AWST) on Tuesday, 10 December 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 Key Management Personnel.

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://automicgroup.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:

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IN PERSON:

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