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**ROOLIFE GROUP LIMITED**

**ACN 613 410 398 (COMPANY)**

**NOTICE OF EXTRAORDINARY GENERAL MEETING & EXPLANATORY MEMORANDUM**

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Notice is given that an Extraordinary General Meeting of the Company will be held as follows:

**TIME:** 10.00am (AWST)

**DATE:** Wednesday, 21 May 2025

**PLACE:** RooLife Group Limited, Unit B11, Level 1, 431 Roberts  
Road, Subiaco, WA, 6008

*As this is an important document, please read it carefully and in its entirety. If you do not understand it please consult your professional advisors.*

*If you are unable to attend the Extraordinary General Meeting, please complete the proxy form enclosed and return it in accordance with the instructions set out on that form.*

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## INTRODUCTION

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Notice is given that an Extraordinary General Meeting of shareholders of the Company will be held at RooLife Group Limited, Unit B11, Level 1, 431 Roberts Road, Subiaco, WA, 6008 on Wednesday, 21 May 2025 commencing at 10.00am (AWST). The Explanatory Memorandum to this Notice of Meeting provides additional information on matters to be considered at the Extraordinary General Meeting. The Explanatory Memorandum and the Proxy Form are part of this Notice of Meeting.

The terms and abbreviations used in this Notice of Meeting and Explanatory Memorandum are defined in the attached Glossary.

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## AGENDA

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### 1 RESOLUTION 1 – RATIFICATION OF PRIOR ISSUE OF SHARES UNDER LISTING RULE 7.1

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

*“That, for the purpose of Listing Rule 7.4 and for all other purposes, Shareholders approve and ratify the prior issue of 179,404,691 Shares issued to sophisticated and professional investors on the terms and conditions set out in the Explanatory Memorandum.”*

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

- (a) a person who participated in the issue; or
- (b) an associate of that person or those persons.

However, this does not apply to a vote cast in favour of this 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 on the Resolution in that way;
- (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 directions given by the beneficiary to the holder to vote in that way.

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### 2 RESOLUTION 2 – RATIFICATION OF PRIOR ISSUE OF SHARES UNDER LISTING RULE 7.1A

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

*“That, for the purpose of Listing Rule 7.4 and for all other purposes, Shareholders approve and ratify the prior issue of 45,595,309 Shares issued to sophisticated and professional investors on the terms and conditions set out in the Explanatory Memorandum.”*

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

- (a) a person who participated in the issue; or
- (b) an associate of that person or those persons.

However, this does not apply to a vote cast in favour of the 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 on the Resolution in that way;
- (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 directions given by the beneficiary to the holder to vote in that way.

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**3 RESOLUTION 3 – APPROVAL TO ISSUE PLACEMENT OPTIONS UNDER LISTING RULE 7.1**

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

*“That, for the purpose of Listing Rule 7.1 and for all other purposes, Shareholders approve the issue and allotment of 112,500,000 Options issued to sophisticated and professional on the terms and conditions set out in the Explanatory Memorandum.”*

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

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

However, this does not apply to a vote cast in favour of the 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 on the Resolution in that way;
- (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 directions given by the beneficiary to the holder to vote in that way.

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**4 RESOLUTION 4 – APPROVAL TO ISSUE PLACEMENT OPTIONS TO OSCHIE CAPITAL PTY LTD UNDER LISTING RULE 10.11**

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

*“That, for the purpose of Listing Rule 10.11 and for all other purposes, Shareholders approve the issue and allotment of 750,000 Options to Oschie Capital Pty Ltd, an entity controlled by Mr Reece O’Connell, a Director, on the terms and conditions set out in the Explanatory Memorandum.”*

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

- (a) Oschie Capital Pty Ltd; or
- (b) an associate of Oschie Capital Pty Ltd,

and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of that person or those persons.

However, this does not apply to a vote cast in favour of the 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 on the Resolution in that way;
- (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 directions given by the beneficiary to the holder to vote in that way.

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**5 RESOLUTION 5 – APPROVAL TO ISSUE LEAD MANAGER OPTIONS UNDER LISTING RULE 7.1**

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

*“That, for the purpose of Listing Rule 7.1 and for all other purposes, Shareholders approve the issue and allotment of 11,000,000 Options to Spark Plus Pte Ltd on the terms and conditions set out in the Explanatory Memorandum.”*

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

- (a) Spark Plus Pte Ltd (or its nominee); or

(b) an associate of Spark Plus Pte Ltd (or its nominee),

and any other person who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of that person or those persons.

However, this does not apply to a vote cast in favour of the 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 on the Resolution in that way;
- (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 directions given by the beneficiary to the holder to vote in that way.

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## 6 RESOLUTION 6 – RATIFICATION OF PRIOR ISSUE OF SHARES UNDER LISTING RULE 7.1A

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

*“That, for the purpose of Listing Rule 7.4 and for all other purposes, Shareholders approve and ratify the prior issue of 74,000,000 Shares issued to Mr Cheng Qingheng on the terms and conditions set out in the Explanatory Memorandum.”*

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

- (a) Mr Cheng Qingheng; or
- (b) an associate of Mr Cheng Qingheng.

However, this does not apply to a vote cast in favour of the 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 on the Resolution in that way;
- (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 directions given by the beneficiary to the holder to vote in that way.

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## 7 RESOLUTION 7 – APPROVAL TO ISSUE SHARES UNDER LISTING RULE 7.1

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

*“That, for the purpose of Listing Rule 7.1 and for all other purposes, Shareholders approve the issue and allotment of 64,250,000 Shares to Mr Cheng Qingheng on the terms and conditions set out in the Explanatory Memorandum.”*

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

- (a) Mr Cheng Qingheng; or
- (b) an associate of Mr Cheng Qingheng.

However, this does not apply to a vote cast in favour of the 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 on the Resolution in that way;
- (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 directions given by the beneficiary to the holder to vote in that way.

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**8 RESOLUTION 8 – APPROVAL TO ISSUE SHARES TO MR REECE O’CONNELL**

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

*“That, for the purposes of Listing Rule 10.11 and for all other purposes, Shareholders approve the issue and allotment of 12,500,000 Shares to Mr Reece O’Connell (or his nominee), on the terms and conditions set out in the Explanatory Memorandum.”*

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

- (a) Mr O’Connell (or his nominee(s)); or
- (b) an associate of Mr O’Connell (or his nominee(s)),

and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of that person or those persons.

However, this does not apply to a vote cast in favour of this 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 on the Resolution in that way;
- (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 directions given by the beneficiary to the holder to vote in that way.

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**9 RESOLUTION 9 – APPROVAL TO ISSUE SHARES TO MR JEREMY BALDOCK**

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

*“That, for the purposes of Listing Rule 10.11 and for all other purposes, Shareholders approve the issue and allotment of 12,500,000 Shares to Mr Jeremy Baldock (or his nominee), on the terms and conditions set out in the Explanatory Memorandum.”*

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

- (a) Mr Baldock (or his nominee(s)); or
- (b) an associate of Mr Baldock (or his nominee(s)),

and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of that person or those persons.

However, this does not apply to a vote cast in favour of this 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 on the Resolution in that way;
- (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 directions given by the beneficiary to the holder to vote in that way.

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**10 RESOLUTION 10 – APPROVAL TO ISSUE BROKER OPTIONS UNDER LISTING RULE 7.1**

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

*“That, for the purpose of Listing Rule 7.1 and for all other purposes, Shareholders approve the issue and allotment of 10,000,000 Options to Morgans Corporate Limited (or its nominee) on the terms and conditions set out in the Explanatory Memorandum.”*

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

- (a) Morgans Corporate Limited (or its nominee); or
- (b) an associate of Morgans Corporate Limited (or its nominee),

and any other person who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of that person or those persons.

However, this does not apply to a vote cast in favour of the 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 on the Resolution in that way;
- (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 directions given by the beneficiary to the holder to vote in that way.

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**11 RESOLUTION 11– APPROVAL TO ISSUE SPARK SHARES UNDER LISTING RULE 7.1**

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

*“That, for the purpose of Listing Rule 7.1 and for all other purposes, Shareholders approve the issue and allotment of 7,500,000 Shares to Spark Plus Pte Ltd (or its nominee) on the terms and conditions set out in the Explanatory Memorandum.”*

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

- (a) Spark Plus Pte Ltd (or its nominee); or
- (b) an associate of Spark Plus Pte Ltd (or its nominee),

and any other person who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of that person or those persons.

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

- (c) 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 on the Resolution in that way;
- (d) 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
- (e) 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.

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**12 RESOLUTION 12– APPROVAL TO ISSUE SPARK OPTIONS UNDER LISTING RULE 7.1**

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

*“That, for the purpose of Listing Rule 7.1 and for all other purposes, Shareholders approve the issue and allotment of 5,000,000 Options to Spark Plus Pte Ltd (or its nominee) on the terms and conditions set out in the Explanatory Memorandum.”*

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

- (a) Spark Plus Pte Ltd (or its nominee); or
- (b) an associate of Spark Plus Pte Ltd (or its nominee),

and any other person who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of that person or those persons.

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

- (c) 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 on the Resolution in that way;
- (d) 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
- (e) 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.

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### 13 RESOLUTION 13 – APPROVAL TO ISSUE INCENTIVE OPTIONS TO MR BRYAN CARR

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

*“That, for the purposes of sections 195(4) and 208 of the Corporations Act, Listing Rule 10.11 and for all other purposes, Shareholders approve the issue and allotment of 27,500,000 Incentive Options to Mr Bryan Carr (or his nominee) on the terms and conditions set out in the Explanatory Memorandum.”*

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

- (a) Mr Carr, Mr Pestell, Mr O’Connell, Mr Baldock and/or Mr Leung (each a Director); or
- (b) an associate of Mr Carr, Mr Pestell, Mr O’Connell, Mr Baldock and/or Mr Leung,

and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of that person or those persons.

However, this does not apply to a vote cast in favour of the 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 on the Resolution in that way;
- (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 directions given by the beneficiary to the holder to vote in that way.

**Voting Prohibition:**

In accordance with section 224 of the Corporations Act, a vote on this Resolution must not be cast (in any capacity) by or on behalf of a related party of the Company to whom the Resolution would permit a financial benefit to be given, or an associate of such a related party (**Resolution 10 Excluded Party**). However, the above prohibition does not apply if the vote is cast by a person as proxy appointed by writing that specifies how the proxy is to vote on the Resolution and it is not cast on behalf of a Resolution 10 Excluded Party.

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

- (a) the proxy is either:
  - (i) a member of the Key Management Personnel; or
  - (ii) a Closely Related Party of such a member; and
- (b) the appointment does not specify the way the proxy is to vote on this Resolution.

Provided the Chair is not a Resolution 10 Excluded Party, the above prohibition does not apply if:

- (a) the proxy is the Chair; and
- (b) the appointment expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel.

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**14 RESOLUTION 14 – APPROVAL TO ISSUE INCENTIVE OPTIONS TO MR GRANT PESTELL**

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

*“That, for the purposes of sections 195(4) and 208 of the Corporations Act, Listing Rule 10.11 and for all other purposes, Shareholders approve the issue and allotment of 22,500,000 Incentive Options to Mr Grant Pestell (or his nominee), on the terms and conditions set out in the Explanatory Memorandum.”*

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

- (a) Mr Pestell, Mr Carr, Mr O’Connell, Mr Baldock and/or Mr Leung (each a Director); or
- (b) an associate of Mr Pestell, Mr Carr, Mr O’Connell, Mr Baldock and/or Mr Leung,

and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of that person or those persons.

However, this does not apply to a vote cast in favour of this 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 on the Resolution in that way;
- (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 directions given by the beneficiary to the holder to vote in that way.

**Voting Prohibition:**

In accordance with section 224 of the Corporations Act, a vote on this Resolution must not be cast (in any capacity) by or on behalf of a related party of the Company to whom the Resolution would permit a financial benefit to be given, or an associate of such a related party (**Resolution 11 Excluded Party**). However, the above prohibition does not apply if the vote is cast by a person as proxy appointed by writing that specifies how the proxy is to vote on the Resolution and it is not cast on behalf of a Resolution 11 Excluded Party.

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

- (a) the proxy is either:
  - (i) a member of the Key Management Personnel; or
  - (ii) a Closely Related Party of such a member; and
- (b) the appointment does not specify the way the proxy is to vote on this Resolution.

Provided the Chair is not a Resolution 11 Excluded Party, the above prohibition does not apply if:

- (a) the proxy is the Chair; and
- (b) the appointment expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel.

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**15 RESOLUTION 15 – APPROVAL TO ISSUE INCENTIVE OPTIONS TO MR REECE O’CONNELL**

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

*“That, for the purposes of sections 195(4) and 208 of the Corporations Act, Listing Rule 10.11 and for all other purposes, Shareholders approve the issue and allotment of 15,000,000 Incentive Options to Mr Reece O’Connell (or his nominee), on the terms and conditions set out in the Explanatory Memorandum.”*

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

(a) Mr O'Connell, Mr Pestell, Mr Carr, Mr Baldock and/or Mr Leung (each a Director); or

(b) an associate of Mr O'Connell, Mr Pestell, Mr Carr, Mr Baldock and/or Mr Leung,

and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of that person or those persons.

However, this does not apply to a vote cast in favour of this 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 on the Resolution in that way;

(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 directions given by the beneficiary to the holder to vote in that way.

#### **Voting Prohibition:**

In accordance with section 224 of the Corporations Act, a vote on this Resolution must not be cast (in any capacity) by or on behalf of a related party of the Company to whom the Resolution would permit a financial benefit to be given, or an associate of such a related party (**Resolution 12 Excluded Party**). However, the above prohibition does not apply if the vote is cast by a person as proxy appointed by writing that specifies how the proxy is to vote on the Resolution and it is not cast on behalf of a Resolution 12 Excluded Party.

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

(a) the proxy is either:

(i) a member of the Key Management Personnel; or

(ii) a Closely Related Party of such a member; and

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

Provided the Chair is not a Resolution 12 Excluded Party, the above prohibition does not apply if:

(a) the proxy is the Chair; and

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

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#### **16 RESOLUTION 16 – APPROVAL TO ISSUE INCENTIVE OPTIONS TO MR JEREMY BALDOCK**

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

*“That, for the purposes of sections 195(4) and 208 of the Corporations Act, Listing Rule 10.11 and for all other purposes, Shareholders approve the issue and allotment of 15,000,000 Incentive Options to Mr Jeremy Baldock (or his nominee), on the terms and conditions set out in the Explanatory Memorandum.”*

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

(a) Mr Baldock, Mr Pestell, Mr O'Connell, Mr Carr and/or Mr Leung (each a Director); or

(b) an associate of Mr Baldock, Mr Pestell, Mr O'Connell, Mr Carr and/or Mr Leung,

and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of that person or those persons.

However, this does not apply to a vote cast in favour of this 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 on the Resolution in that way;

(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 directions given by the beneficiary to the holder to vote in that way.

**Voting Prohibition:**

In accordance with section 224 of the Corporations Act, a vote on this Resolution must not be cast (in any capacity) by or on behalf of a related party of the Company to whom the Resolution would permit a financial benefit to be given, or an associate of such a related party (**Resolution 13 Excluded Party**). However, the above prohibition does not apply if the vote is cast by a person as proxy appointed by writing that specifies how the proxy is to vote on the Resolution and it is not cast on behalf of a Resolution 13 Excluded Party.

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

- (a) the proxy is either:
  - (i) a member of the Key Management Personnel; or
  - (ii) a Closely Related Party of such a member; and
- (b) the appointment does not specify the way the proxy is to vote on this Resolution.

Provided the Chair is not a Resolution 13 Excluded Party, the above prohibition does not apply if:

- (a) the proxy is the Chair; and
- (b) the appointment expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel.

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**17 RESOLUTION 17 – APPROVAL TO ISSUE INCENTIVE OPTIONS TO MR TERRENCE LEUNG**

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

*“That, for the purposes of sections 195(4) and 208 of the Corporations Act, Listing Rule 10.11 and for all other purposes, Shareholders approve the issue and allotment of 5,000,000 Incentive Options to Mr Terrence Leung (or his nominee), on the terms and conditions set out in the Explanatory Memorandum.”*

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

- (a) Mr Leung, Mr Pestell, Mr O’Connell, Mr Baldock and/or Mr Carr (each a Director); or
- (b) an associate of Mr Leung, Mr Pestell, Mr O’Connell, Mr Baldock and/or Mr Carr,

and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of that person or those persons.

However, this does not apply to a vote cast in favour of this 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 on the Resolution in that way;
- (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 directions given by the beneficiary to the holder to vote in that way.

**Voting Prohibition:**

In accordance with section 224 of the Corporations Act, a vote on this Resolution must not be cast (in any capacity) by or on behalf of a related party of the Company to whom the Resolution would permit a financial benefit to be given, or an associate of such a related party (**Resolution 14 Excluded Party**). However, the above prohibition does not apply if

the vote is cast by a person as proxy appointed by writing that specifies how the proxy is to vote on the Resolution and it is not cast on behalf of a Resolution 14 Excluded Party.

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

- (a) the proxy is either:
  - (i) a member of the Key Management Personnel; or
  - (ii) a Closely Related Party of such a member; and
- (b) the appointment does not specify the way the proxy is to vote on this Resolution.

Provided the Chair is not a Resolution 14 Excluded Party, the above prohibition does not apply if:

- (a) the proxy is the Chair; and
- (b) the appointment expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel.

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#### **18 RESOLUTION 18 – AMENDMENT TO CONSTITUTION – SALE OF EXISTING UNMARKETABLE PARCELS**

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

*“That, for the purposes of section 136(2) of the Corporations Act 2001 (Cth) and for all other purposes, approval is given for the Company to amend its Constitution in the manner contemplated in Schedule 10 to incorporate new provisions relating to the sale of existing unmarketable parcels of Shares.”*

Resolution 18 is a special resolution and therefore requires approval of at least 75% of the votes cast by Shareholders present and eligible to vote (in person, by proxy, by attorney or, in the case of a corporate Shareholder, by a corporate representative).

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#### **19 RESOLUTION 19 – AMENDMENT TO CONSTITUTION – PROPORTIONAL TAKEOVER PROVISIONS**

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

*“That, for the purposes of section 136(2) of the Corporations Act 2001 (Cth) and for all other purposes, approval is given for the Company to amend its Constitution in the manner contemplated in Schedule 11 to include new provisions relating to proportional takeovers of the Company.”*

Resolution 19 is a special resolution and therefore requires approval of at least 75% of the votes cast by Shareholders present and eligible to vote (in person, by proxy, by attorney or, in the case of a corporate Shareholder, by a corporate representative).

The Directors have determined pursuant to regulation 7.11.37 of the *Corporations Regulations 2001* (Cth) that the persons eligible to vote at the meeting are those who are registered as Shareholders of the Company at 10.00am (AWST) on Monday, 19 May 2025.

**By Order of the Board**



Jyotika Gondariya  
Company Secretary  
08 April 2025

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## EXPLANATORY MEMORANDUM

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This Explanatory Memorandum has been prepared for the information of shareholders of RooLife Group Limited (**Company**) in connection with the business to be conducted at the Extraordinary General Meeting of the Company to be held at RooLife Group Limited, Unit B11, Level 1, 431 Roberts Road, Subiaco, WA, 6008 on Wednesday, 21 May 2025 commencing at 10.00am (AWST).

This Explanatory Memorandum should be read in conjunction with the accompanying Notice of Meeting. The purpose of this Explanatory Memorandum is to provide information which the Directors believe to be material to Shareholders in deciding whether or not to pass the Resolutions in the Notice of Meeting.

A Proxy Form has been dispatched to Shareholders together with a letter advising Shareholders that the Company is not dispatching physical copies of the Notice of Meeting and Explanatory Statement and where those documents are available for viewing and downloading.

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### 1 RESOLUTIONS 1 & 2 – RATIFICATION OF PRIOR ISSUE OF SHARES UNDER LISTING RULES 7.1 AND 7.1A

#### 1.1 Background

On 30 January 2025, the Company announced a capital raising through the issue of 225,000,000 Shares (**January Placement Shares**) to professional and sophisticated investors at an issue price of \$0.004 per January Placement Share to raise a total of \$900,000 (before costs) (**January Placement**). Funds raised from the January Placement will be used to partially fund the development and production of the Company's own food, health and wellness products to service identified demand for its products, along with the launch and marketing of new stores and sales channels globally.

The January Placement Shares were issued on 6 February 2025 under the Company's Listing Rule 7.1 and 7.1A capacity as follows:

- (a) 179,404,691 January Placement Shares were issued under Listing Rule 7.1 and are the subject of Resolution 1; and
- (b) 45,595,309 January Placement Shares were issued under Listing Rule 7.1A and are the subject of Resolution 2.

The Company confirms that the issue of the January Placement Shares did not breach Listing Rules 7.1 or 7.1A.

#### 1.2 Listing Rules 7.1, 7.1A and 7.4

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

The issue of the January Placement Shares the subject of Resolution 1 does not fit within any of the exceptions in Listing Rule 7.2 and, as it has not yet been approved by Shareholders, it effectively uses up part of the 15% limit under Listing Rule 7.1, reducing the Company's capacity to issue further Equity Securities without Shareholder approval under Listing Rule 7.1 for the 12-month period following the date of issue of the January Placement Shares.

Under Listing Rule 7.1A, an eligible entity can seek approval from its members, by way of a special resolution passed at its annual general meeting, to have an additional 10% capacity to issue Equity Securities under Listing Rule 7.1A (**Listing Rule 7.1A Mandate**). Shareholders approved this additional capacity at the Company's last annual general meeting on 29 November 2024.

The issue of the January Placement Shares the subject of Resolution 2 does not fit within any of the exceptions in Listing Rule 7.2 and, as it has not been approved by Shareholders, it effectively uses up part of the 15% limit under Listing Rule 7.1 and the 10% limit under Listing Rule 7.1A, reducing the Company's capacity to issue further Equity Securities without Shareholder approval under:

- (a) Listing Rule 7.1 for the 12 month period following the issue of the Shares; and
- (b) Listing Rule 7.1A for the Period ending on the earliest of:
  - (i) the date that is 12 months after the Company's last annual general meeting at which the Listing Rule 7.1A Mandate was approved; and
  - (ii) the time and date of the Company's next annual general meeting,  
**(Listing Rule 7.1A Mandate Expiry Date)**.

Listing Rule 7.4 allows the shareholders of a listed company to approve issues of Equity Securities after it has been made or agreed to be made. If Shareholders approve an issue under Listing Rule 7.4, the issue is taken to have been approved under Listing Rule 7.1 and so does not reduce the company's capacity to issue further Equity Securities without shareholder approval under that rule.

The Company wishes to retain as much flexibility as possible to issue additional Equity Securities in the future without having to obtain Shareholder approval for such issues under Listing Rule 7.1. To this end, Resolutions 1 and 2 seek Shareholder approval for the issue of the January Placement Shares under and for the purposes of Listing Rule 7.4.

### 1.3 Technical Information required by Listing Rule 14.1A

If Resolution 1 is passed, the 179,404,691 January Placement Shares the subject of Resolution 1 will be excluded in calculating the Company's 15% limit in Listing Rule 7.1, effectively increasing the number of Equity Securities the Company can issue without Shareholder approval over the 12-month period following the date of issue of the January Placement Shares.

If Resolution 1 is not passed, the issue of the 179,404,691 January Placement Shares the subject of Resolution 1 will be included in calculating the Company's 15% limit under Listing Rule 7.1, effectively decreasing the number of Equity Securities it can issue without Shareholder approval over the 12-month period following the date of issue of the January Placement Shares.

If Resolution 2 is passed, the 45,595,309 January Placement Shares the subject of Resolution 2 will be excluded in calculating the Company's additional 10% limit in Listing Rule 7.1A, effectively increasing the number of Equity Securities the Company can issue without Shareholder approval for the period ending on the Listing Rule 7.1A Mandate Expiry Date.

If Resolution 2 is not passed, the 45,595,309 January Placement Shares will be included in calculating the Company's additional 10% limit in Listing Rule 7.1A, effectively decreasing the number of Equity Securities the Company can issue without Shareholder approval for the period ending on the Listing Rule 7.1A Mandate Expiry Date.

### 1.4 Technical Information required by Listing Rule 7.5

The following information is provided to Shareholders for the purposes of Listing Rule 7.5 in relation to Resolutions 1 and 2:

- (a) The January Placement Shares were issued to professional and sophisticated investors (within the meaning of sections 708(8) – (11) of the Corporations Act), other than as set out in Section 1.4(b), none of whom are a Related Party of the Company, a member of Key Management Personnel, a substantial holder in the Company, an adviser to the Company or an associate of any such person. The January Placement Shares were issued to sophisticated and professional investors who are clients of SP Corporate Advisory Pty Ltd.
- (b) 1,500,000 January Placement Shares were issued to Oschie Capital Pty Ltd, an entity controlled by Mr Reece O'Connell, a Director. At the time of the January Placement, Mr O'Connell was not a Director and did not believe or have reasonable grounds to believe that he would become a Director at any time in the future. Therefore, Mr O'Connell was not, at the time of the January Placement, a Related Party of the Company.
- (c) The January Placement Shares issued were fully paid ordinary shares that rank equally with all other existing Shares from their date of issue.
- (d) A total of 179,404,691 January Placement Shares were issued on 6 February 2025 pursuant to Listing Rule 7.1.
- (e) A total of 45,595,309 January Placement Shares were issued on 6 February 2025 pursuant to Listing Rule 7.1A.
- (f) The January Placement Shares were issued for cash consideration of \$0.004 per January Placement Share, raising in aggregate a total of \$900,000 (before costs).
- (g) Funds raised from the issue of the January Placement Shares will be used to partially fund the development and production of the Company's own food, health and wellness products to service identified demand for its products, along with the launch and marketing of new stores and sales channels globally.
- (h) The January Placement Shares were not issued under an agreement.
- (i) A voting exclusion statement is included in the Notice for Resolutions 1 and 2.

### 1.5 Directors' recommendation

The Board recommends Shareholders vote in favour of Resolutions 1 and 2.

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## 2 RESOLUTION 3 – APPROVAL TO ISSUE PLACEMENT OPTIONS UNDER LISTING RULE 7.1

### 2.1 Background

A summary of the January Placement is set out in Section 1.1 above.

Under the terms of the January Placement, the Company agreed to issue one free attaching Option for every two January Placement Shares subscribed for by participants in the January Placement (**Placement Option**), with each

Placement Option having an exercise price of \$0.01 per Placement Option and being exercisable on or before 26 September 2026. The material terms and conditions of the Placement Options are set out in Schedule 1.

Resolution 3 seeks Shareholder approval pursuant to Listing Rule 7.1 for the issue of the Placement Options.

## **2.2 Listing Rule 7.1**

A summary of Listing Rule 7.1 is set out in Section 1.2 above. The proposed issue of Placement Options does not fit within any of the exceptions in Listing Rule 7.2 and exceeds the 15% limit in Listing Rule 7.1. It therefore requires the approval of Shareholders under Listing Rule 7.1.

## **2.3 Technical Information required by Listing Rule 14.1A**

If Resolution 3 is passed, the Company will be able to proceed with the issue of the 111,750,000 Placement Options. In addition, the issue of the Placement Options will be excluded from the calculation of the number of Equity Securities that the Company can issue without Shareholder approval under Listing Rule 7.1.

If Resolution 3 is not passed, the Company will not be able to proceed with the issue of the 111,750,000 Placement Options.

## **2.4 Technical Information required by Listing Rule 7.3**

The following information is provided to Shareholders for the purposes of Listing Rule 7.3 in relation to Resolution 3:

- (a) The Placement Options will be issued to professional and sophisticated investors (within the meaning of sections 708(8) – (11) of the Corporations Act), none of whom are a Related Party of the Company, a member of Key Management Personnel, a substantial holder in the Company, an adviser to the Company or an associate of any such person. The Placement Options were issued to sophisticated and professional investors who are clients of SP Corporate Advisory Pty Ltd.
- (b) A total of 111,750,000 Placement Options will be issued.
- (c) The Placement Options are anticipated to be issued on or around 23 May 2025 and, in any event, by no later than 3 months after the date of the Meeting.
- (d) The Placement Options will be issued for nil consideration as they are being issued as free-attaching Options to participants in the January Placement.
- (e) No funds will be raised from the issue of the Placement Options.
- (f) A summary of the material terms to which the Placement Options will be issued is set out in Schedule 1.
- (g) The Placement Options are not being issued under an agreement.
- (h) The Placement Options are not being issued under, or to fund, a reverse takeover.
- (i) A voting exclusion statement is included in the Notice for Resolution 3.

## **2.5 Directors' recommendation**

The Board recommends Shareholders vote in favour of Resolution 3.

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## **3 RESOLUTION 4 – APPROVAL TO ISSUE PLACEMENT OPTIONS TO OSCHIE CAPITAL PTY LTD UNDER LISTING RULE 10.11**

### **3.1 Background**

A summary of the January Placement is set out in Section 1.1 above.

Resolution 4 seeks Shareholder approval pursuant to Listing Rule 10.11 for the issue of 750,000 Placement Options to Oschie Capital Pty Ltd (**Oschie**), an entity controlled by Mr Reece O'Connell, a Director (**Oschie Placement Options**). The material terms and conditions of the Oschie Placement Options are set out in Schedule 1.

Resolution 4 seeks Shareholder approval pursuant to Listing Rule 10.11 for the issue of the Oschie Placement Options.

### **3.2 Listing Rule 10.11**

Listing Rule 10.11 provides that unless one of the exceptions in Listing 10.12 applies, a listed company must not issue or agree to issue Equity Securities to:

- (a) a related party;
- (b) a person who is, or was at any time in the 6 months before the issue or agreement, a substantial (30%) holding in the company;

- (c) a person who is, or was at any time in the 6 months before the issue or agreement, a substantial (10%) holder in the company and who has nominated a director to the board of the company pursuant to a relevant agreement which gives them a right or expectation to do so;
- (d) an associate of a person referred to the Listing Rule 10.11.1 to 10.11.3; or
- (e) a person whose relationship with the company or a person referred to in Listing Rules 10.11.1 to 10.11.4 (set out above) is such that, in ASX's opinion, the issue or agreement should be approved by its shareholders,

unless it obtains the approval of its shareholders.

Notwithstanding that Mr O'Connell was not a Director at the time of the January Placement, as Mr O'Connell is now a Director, the proposed issue of Oschie Placement Options, falls within Listing Rule 10.11.1 above and does not fall within any of the exceptions in Listing Rule 10.12. It therefore requires the approval of Shareholders under Listing Rule 10.11. Resolution 4 seeks the required Shareholder approval to issue the Oschie Placement Options under and for the purposes of Listing Rule 10.11.

If approval is obtained under Listing Rule 10.11 then, in accordance with Listing Rule 7.2 (exception 14), separate approval is not required under and for the purposes of Listing Rule 7.1.

### **3.3 Chapter 2E of the Corporations Act**

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

- (a) the giving of the financial benefit falls within one of the exceptions set out in section 210 to 216 of the Corporations Act; or
- (b) shareholder approval is obtained prior to the giving of the financial benefit in the manner set out in section 217 to 227 of the Corporations Act and the benefit is given within 15 months following such approval.

The proposed issue of Oschie Placement Options (which is a type of Equity Security, for the purposes of Chapter 2E of the Corporations Act) constitutes the giving of a financial benefit. Mr O'Connell is a Related Party of the Company by virtue of being a Director.

The Directors (excluding Mr O'Connell) have carefully considered the issue of the Oschie Placement Options and formed the view that the issue of the Oschie Placement Options are on arm's length terms, as the securities proposed to be issued are on the same terms as offered to non-related parties of the Company under the January Placement.

Accordingly, the Directors (excluding Mr O'Connell) believe that the issue of the Oschie Placement Options falls within the exceptions set out in section 210 of the Corporations Act and Shareholder approval is therefore not sought for the purposes of Chapter 2E of the Corporations Act.

### **3.4 Technical information required by Listing Rule 14.1A**

If Resolution 4 is passed, the Company will be able to proceed with the issue of Oschie Placement Options.

If Resolution 4 is not passed, the Company will not be able to proceed with the issue of Oschie Placement Options [and the Company may need to discuss alternative methods of compensation for Oschie (likely in the form of cash consideration).

### **3.5 Information required by Listing Rule 10.13**

The following information is provided to Shareholders for the purposes of Listing Rule 10.13 in relation to Resolution 4:

- (a) The Oschie Placement Options will be issued to Oschie Capital Pty Ltd, an entity controlled by Mr Reece O'Connell.
- (b) Mr O'Connell is a Director and therefore falls into the category set out in Listing Rule 10.11.1.
- (c) The Oschie Placement Options are anticipated to be issued on or around 23 May 2025 and, in any event, by no later than one month after the date of the Meeting.
- (d) The Oschie Placement Options will be issued for nil consideration as they are being issued as free-attaching Options to participants in the January Placement.
- (e) No funds will be raised from the issue of the Oschie Placement Options.
- (f) A summary of the material terms to which the Oschie Placement Options will be issued is set out in Schedule 1.
- (g) The Oschie Placement Options are not being issued under an agreement.
- (h) The Oschie Placement Options are not being issued under, or to fund, a reverse takeover.

- (i) A voting exclusion statement is included in the Notice for Resolution 4.

### 3.6 Director's Recommendation

The Board (other than Mr O'Connell) recommends, subject to the voting exclusions, Shareholders vote in favour of Resolution 4.

The Chair will cast all available proxies in favour of Resolution 4.

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## 4 RESOLUTION 5 – APPROVAL TO ISSUE LEAD MANAGER OPTIONS UNDER LISTING RULE 7.1

### 4.1 Background

A summary of the January Placement is set out in Section 1.1 above.

Resolution 5 seeks Shareholder approval pursuant to Listing Rule 7.1 for the issue of 11,000,000 Options, exercisable at \$0.01 each on or before 26 September 2026 (**Lead Manager Options**). The Lead Manager Options will be issued to Spark Plus Pte Ltd as nominee of SP Corporate as partial consideration for services provided by SP Corporate in connection with its role as Lead Manager of the January Placement. The material terms and conditions of the Lead Manager Options are set out in Schedule 1.

### 4.2 Listing Rule 7.1

A summary of Listing Rule 7.1 is set out in Section 1.2 above. The proposed issue of Lead Manager Options does not fit within any of the exceptions in Listing Rule 7.2 and exceeds the 15% limit in Listing Rule 7.1. It therefore requires the approval of Shareholders under Listing Rule 7.1.

### 4.3 Technical Information required by Listing Rule 14.1A

If Resolution 5 is passed, the Company will be able to proceed with the issue of the 11,000,000 Lead Manager Options. In addition, the issue of the Lead Manager Options will be excluded from the calculation of the number of Equity Securities that the Company can issue without Shareholder approval under Listing Rule 7.1.

If Resolution 5 is not passed, the Company will not be able to proceed with the issue of the 11,000,000 Lead Manager Options and will need to discuss alternate methods of compensation for SP Corporate (likely in the form of cash consideration).

### 4.4 Technical Information required by Listing Rule 7.3

The following information is provided to Shareholders for the purposes of Listing Rule 7.5 in relation to Resolution 5:

- (a) The Lead Manager Options will be issued to Spark Plus Pte Ltd as nominee of SP Corporate, who is a corporate adviser to the Company but is not a Related Party of the Company, a member of Key Management Personnel, a substantial holder in the Company, or an associate of any such person.
- (b) A total of 11,000,000 Lead Manager Options will be issued.
- (c) The Lead Manager Options are anticipated to be issued on or around 23 May 2025 and, in any event, by no later than 3 months after the date of the Meeting.
- (d) The Lead Manager Options will be issued for nil consideration as they are being issued as partial consideration for services provided by SP Corporate.
- (e) No funds will be raised from the issue of the Lead Manager Options.
- (f) A summary of the material terms to which the Lead Manager Options will be issued is set out in Schedule 1.
- (g) A summary of the material terms of the agreement between the Company and SP Corporate is set out in Schedule 2.
- (h) The Lead Manager Options are not being issued under, or to fund, a reverse takeover
- (i) A voting exclusion statement is included in the Notice for Resolution 5.

### 4.5 Directors' recommendation

The Board recommends Shareholders vote in favour of Resolution 5.

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## 5 RESOLUTION 6 – RATIFICATION OF PRIOR ISSUE OF SHARES UNDER LISTING RULE 7.1A

### 5.1 Background

On 31 March 2025, the Company announced a capital raising through the issue of 138,250,000 Shares (**March Placement Shares**) to a strategic investor at an issue price of \$0.004 per March Placement Share to raise a total of \$533,000 (before costs) (**March Placement**). Funds raised from the March Placement will be used for the development

and production of the Company's own products to be sold through the Company's online stores and channels, the launch and marketing of new stores and sales channels globally focussed on sales of high-margin, high demand products and general working capital.

The 74,000,000 March Placement Shares (**Tranche 1 Placement Shares**) were issued on 31 March 2025 under the Company's Listing Rule 7.1A capacity.

The Company confirms that the issue of the Tranche 1 Placement Shares did not breach Listing Rule 7.1A.

## **5.2 Listing Rules 7.1, 7.1A and 7.4**

A summary of Listing Rule 7.1, 7.1A and 7.4 is set out in Section 1.2 above.

The issue of the Tranche 1 Placement Shares the subject of Resolution 6 does not fit within any of the exceptions in Listing Rule 7.2 and, as it has not been approved by Shareholders, it effectively uses up part of the 10% limit under Listing Rule 7.1A, reducing the Company's capacity to issue further Equity Securities without Shareholder approval under Listing Rule 7.1A for the period ending on the Listing Rule 7.1A Mandate Expiry Period.

The Company wishes to retain as much flexibility as possible to issue additional Equity Securities in the future without having to obtain Shareholder approval for such issues under Listing Rule 7.1A. To this end, Resolution 6 seeks Shareholder approval for the issue of the Tranche 1 Placement Shares under and for the purposes of Listing Rule 7.4.

## **5.3 Technical Information required by Listing Rule 14.1A**

If Resolution 6 is passed, the Tranche 1 Placement Shares the subject of Resolution 6 will be excluded in calculating the Company's additional 10% limit in Listing Rule 7.1A, effectively increasing the number of Equity Securities the Company can issue without Shareholder approval for the period ending on the Listing Rule 7.1A Mandate Expiry Date.

If Resolution 6 is not passed, the Tranche 1 Placement Shares will be included in calculating the Company's additional 10% limit in Listing Rule 7.1A, effectively decreasing the number of Equity Securities the Company can issue without Shareholder approval for the period ending on the Listing Rule 7.1A Mandate Expiry Date.

## **5.4 Technical Information required by Listing Rule 7.5**

The following information is provided to Shareholders for the purposes of Listing Rule 7.5 in relation to Resolution 6:

- (a) The Tranche 1 Placement Shares were issued to Mr Cheng Qingheng who is not a Related Party of the Company, a member of Key Management Personnel, an adviser to the Company or an associate of any such person.
- (b) The Tranche 1 Placement Shares issued were fully paid ordinary shares that rank equally with all other existing Shares from their date of issue.
- (c) A total of 74,000,000 Tranche 1 Placement Shares were issued on 31 March 2025 pursuant to Listing Rule 7.1A.
- (d) The Tranche 1 Placement Shares were issued for cash consideration of \$0.004 per Tranche 1 Placement Share, raising in aggregate a total of \$296,000 (before costs).
- (e) Funds raised from the issue of the Tranche 1 Placement Shares will be used for the development and production of the Company's own products to be sold through the Company's online stores and channels, the launch and marketing of new stores and sales channels globally focussed on sales of high-margin, high demand products and general working capital.
- (f) A summary of the material terms of the agreement between the Company and Mr Qingheng is set out in Schedule 3.
- (g) A voting exclusion statement is included in the Notice for Resolution 6.

## **5.5 Directors' recommendation**

The Board recommends Shareholders vote in favour of Resolution 6.

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## **6 RESOLUTION 7 – APPROVAL TO ISSUE SHARES UNDER LISTING RULE 7.1**

### **6.1 Background**

Resolution 7 seeks Shareholder approval pursuant to Listing Rule 7.1 for the issue of 64,250,000 March Placement Shares (**Tranche 2 Placement Shares**).

A summary of the March Placement is set out in Section 5.1 above.

### **6.2 Listing Rule 7.1**

A summary of Listing Rule 7.1 is set out in Section 1.2 above. The proposed issue of Tranche 2 Placement Shares does not fit within any of the exceptions in Listing Rule 7.2, exceeds the 15% limit in Listing Rule 7.1 and exceeds the 10% limit in Listing Rule 7.1A. It therefore requires the approval of Shareholders under Listing Rule 7.1.

### 6.3 Technical Information required by Listing Rule 14.1A

If Resolution 7 is passed, the Company will be able to proceed with the issue of the 64,250,000 Tranche 2 Placement Shares. In addition, the issue of the Tranche 2 Placement Shares will be excluded from the calculation of the number of Equity Securities that the Company can issue without Shareholder approval under Listing Rule 7.1.

If Resolution 7 is not passed, the Company will not be able to proceed with the issue of the 64,250,000 Placement Shares.

### 6.4 Technical Information required by Listing Rule 7.3

The following information is provided to Shareholders for the purposes of Listing Rule 7.3 in relation to Resolution 7:

- (a) The Tranche 2 Placement Shares will be issued to Mr Cheng Qingheng. Mr Qingheng will become a substantial holder as a result of the issue of the Tranche 2 Placement Shares but is not a Related Party of the Company, a member of Key Management Personnel, an adviser to the Company or an associate of any such person.
- (b) A total of 64,250,000 Tranche 2 Placement Shares will be issued.
- (c) The Tranche 2 Placement Shares are anticipated to be issued on or around 23 May 2025 and, in any event, by no later than 3 months after the date of the Meeting.
- (d) The Tranche 2 Placement Shares will be issued for cash consideration of \$0.004 per Tranche 1 Placement Share to raise in aggregate a total of \$257,000 (before costs).
- (e) Funds raised from the issue of the Tranche 2 Placement Shares will be used for the development and production of Company's own products to be sold through the Company's online stores and channels, the launch and marketing of new stores and sales channels globally focussed on sales of high-margin, high demand products and general working capital..
- (f) A summary of the material terms of the agreement between the Company and Mr Qingheng is set out in Schedule 3.
- (g) The Tranche 2 Placement Shares are not being issued under, or to fund, a reverse takeover.
- (h) A voting exclusion statement is included in the Notice for Resolution 7.

### 6.5 Directors' recommendation

The Board recommends Shareholders vote in favour of Resolution 7.

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## 7 RESOLUTIONS 8 AND 9 – APPROVAL TO ISSUE SHARES TO REECE O'CONNELL AND JEREMY BALDOCK

### 7.1 Background

Resolutions 8 and 9 seek Shareholder approval pursuant to Listing Rule 10.11 to issue a total of 25,000,000 March Placement Shares (**Director Placement Shares**) as follows:

- (a) 12,500,000 March Placement Shares to Mr Reece O'Connell (or his nominee); and
  - (b) 12,500,000 March Placement Shares to Mr Jeremy Baldock (or his nominee),
- (each a **Participating Director**).

A summary of the March Placement is set out in Section 5.1 above.

### 7.2 Listing Rule 10.11

A summary of Listing Rule 10.11 is set out in Section 3.2.

The proposed issue of Director Placement Shares to the Participating Directors, in each case falls within Listing Rule 10.11.1 above and does not fall within any of the exceptions in Listing Rule 10.12. It therefore requires the approval of Shareholders under Listing Rule 10.11. Resolutions 8 and 9 seek the required Shareholder approval to issue the Director Placement Shares to the Participating Directors respectively under and for the purposes of Listing Rule 10.11.

If approval is obtained under Listing Rule 10.11 then, in accordance with Listing Rule 7.2 (exception 14), separate approval is not required under and for the purposes of Listing Rule 7.1.

### 7.3 Chapter 2E of the Corporations Act

A summary of Chapter 2E of the Corporations Act is set out in Section 3.3.

The proposed issue of Director Placement Shares (which is a type of Equity Security, for the purposes of Chapter 2E of the Corporations Act) constitutes the giving of a financial benefit. Messrs O'Connell and Baldock are each Related Parties of the Company by virtue of being Directors.

The Directors (excluding Messrs O’Connell and Baldock) have carefully considered the issue of the Director Placement Shares and formed the view that the issue of the Director Placement Shares are on arm’s length terms, as the securities proposed to be issued are on the same terms as offered to non-related parties of the Company under the March Placement.

Accordingly, the Directors (excluding Messrs O’Connell and Baldock) believe that the issue of the Director Placement Shares fall within the exceptions set out in section 210 of the Corporations Act and Shareholder approval is therefore not sought for the purposes of Chapter 2E of the Corporations Act.

#### **7.4 Technical information required by Listing Rule 14.1A**

If Resolution 8 is passed, the Company will be able to proceed with the issue of 12,500,000 Director Placement Shares to Mr O’Connell (or his nominee).

If Resolution 8 is not passed, the Company will not be able to proceed with the issue of 12,500,000 Director Placement Shares to Mr O’Connell (or his nominee) and the Company may need to seek alternative means of raising the additional capital.

If Resolution 9 is passed, the Company will be able to proceed with the issue of 12,500,000 Director Placement Shares to Mr Baldock (or his nominee).

If Resolution 9 is not passed, the Company will not be able to proceed with the issue of 12,500,000 Director Placement Shares to Mr Baldock (or his nominee) and the Company may need to seek alternative means of raising the additional capital.

#### **7.5 Information required by Listing Rule 10.13**

The following information is provided to Shareholders for the purposes of Listing Rule 10.13 in relation to Resolutions 8 and 9:

- (a) The proposed allottees and number of Director Placement Shares to be issued are as follows:
  - (i) 12,500,000 Director Placement Shares to Reece O’Connell (or his nominee) under Resolution 8;
  - (ii) 12,500,000 Director Placement Shares to Jeremy Baldock (or his nominee) under Resolution 9; and
- (b) Messrs O’Connell and Baldock are Directors and therefore fall into the category set out in Listing Rule 10.11.1.
- (c) The Director Placement Shares are anticipated to be issued on or around 23 May 2025 and, in any event, by no later than one month after the date of the Meeting.
- (d) The Director Placement Shares will be issued for cash consideration of \$0.004 per Director Placement Share to raise in aggregate a total of \$100,000 (before costs).
- (e) Funds raised from the issue of the Director Placement Shares will be used to partially fund the development and production of the Company’s own food, health and wellness products to service identified demand for its products, along with the launch and marketing of new stores and sales channels globally.
- (f) The Director Placement Shares are not being issued under an agreement.
- (g) A voting exclusion statement is included in the Notice for the purpose of Resolutions 8 and 9.

#### **7.6 Director’s Recommendation**

The Board (other than Mr O’Connell in respect of Resolution 8 and Mr Baldock in respect of Resolution 9) recommends, subject to the voting exclusions, Shareholders vote in favour of Resolutions 8 and 9.

The Chair will cast all available proxies in favour of Resolutions 8 and 9.

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## **8 RESOLUTION 10 – APPROVAL TO ISSUE BROKER OPTIONS UNDER LISTING RULE 7.1**

### **8.1 Background**

A summary of the March Placement is set out in Section 5.1 above.

Resolution 10 seeks Shareholder approval pursuant to Listing Rule 7.1 for the issue of a total of 10,000,000 Options (**Broker Options**) in two tranches as follows:

- (a) 5,000,000 Broker Options, exercisable at \$0.006 each on or before 21 May 2027 (**Tranche A Broker Options**); and
- (b) 5,000,000 Broker Options, exercisable at \$0.01 each on or before 21 May 2027 (**Tranche B Broker Options**).

The Broker Options will be issued to Morgans (or its nominee) as partial consideration for services provided by Morgans in connection with its role as Lead Manager of the March Placement. The material terms and conditions of the Broker Options are set out in Schedule 4.

## **8.2 Listing Rule 7.1**

A summary of Listing Rule 7.1 is set out in Section 1.2 above. The proposed issue of Broker Options does not fit within any of the exceptions in Listing Rule 7.2 and exceeds the 15% limit in Listing Rule 7.1. It therefore requires the approval of Shareholders under Listing Rule 7.1.

## **8.3 Technical Information required by Listing Rule 14.1A**

If Resolution 10 is passed, the Company will be able to proceed with the issue of the 10,000,000 Broker Options. In addition, the issue of the Broker Options will be excluded from the calculation of the number of Equity Securities that the Company can issue without Shareholder approval under Listing Rule 7.1.

If Resolution 10 is not passed, the Company will not be able to proceed with the issue of the 10,000,000 Broker Options and will need to discuss alternate methods of compensation for Morgans (likely in the form of cash consideration).

## **8.4 Technical Information required by Listing Rule 7.3**

The following information is provided to Shareholders for the purposes of Listing Rule 7.5 in relation to Resolution 10:

- (a) The Broker Options will be issued to Morgans, who is a corporate adviser to the Company but is not a Related Party of the Company, a member of Key Management Personnel, a substantial holder in the Company, or an associate of any such person.
- (b) A total of 10,000,000 Broker Options will be issued.
- (c) The Broker Options are anticipated to be issued on or around [23 May 2025] and, in any event, by no later than 3 months after the date of the Meeting.
- (d) The Broker Options will be issued for nil consideration as they are being issued as partial consideration for services provided by Morgans.
- (e) No funds will be raised from the issue of the Broker Options.
- (f) A summary of the material terms to which the Broker Options will be issued is set out in Schedule 4.
- (g) A summary of the material terms of the agreement between the Company and Morgans is set out in Schedule 5.
- (h) The Broker Options are not being issued under, or to fund, a reverse takeover
- (i) A voting exclusion statement is included in the Notice for Resolution 10.

## **8.5 Directors' recommendation**

The Board recommends Shareholders vote in favour of Resolution 10.

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## **9 RESOLUTION 11 – APPROVAL TO ISSUE SPARK SHARES UNDER LISTING RULE 7.1**

### **9.1 Background**

On 2 April 2025, the Company entered into a mandate with Spark Plus pursuant to which Spark Plus agreed to provide ongoing corporate advisory services to the Company on a non-exclusive basis (**Spark Mandate**).

Resolution 11 seeks Shareholder approval pursuant to Listing Rule 7.1 for the issue of 7,500,000 Shares at an issue price of \$0.004 (**Spark Shares**) in consideration for services provided by Spark Plus under the terms of the Spark Mandate. The material terms of the Spark Mandate are set out in Schedule 6.

### **9.2 Listing Rule 7.1**

A summary of Listing Rule 7.1 is set out in Section 1.2 above. The proposed issue of Spark Shares does not fit within any of the exceptions in Listing Rule 7.2 and exceeds the 15% limit in Listing Rule 7.1. It therefore requires the approval of Shareholders under Listing Rule 7.1.

### **9.3 Technical Information required by Listing Rule 14.1A**

If Resolution 11 is passed, the Company will be able to proceed with the issue of the 7,500,000 Spark Shares. In addition, the issue of the Spark Shares will be excluded from the calculation of the number of Equity Securities that the Company can issue without Shareholder approval under Listing Rule 7.1.

If Resolution 11 is not passed, the Company will not be able to proceed with the issue of the 7,500,000 Spark Shares and will need to discuss alternate methods of compensation for Spark Plus (likely in the form of cash consideration).

### **9.4 Technical Information required by Listing Rule 7.3**

The following information is provided to Shareholders for the purposes of Listing Rule 7.5 in relation to Resolution 11:

- (a) The Spark Shares will be issued to Spark Plus, who is a corporate adviser to the Company but is not a Related Party of the Company, a member of Key Management Personnel, a substantial holder in the Company, or an associate of any such person.
- (b) A total of 7,500,000 Shares will be issued.
- (c) The Spark Shares are anticipated to be issued on or around 23 May 2025 and, in any event, by no later than 3 months after the date of the Meeting.
- (d) The Spark Shares will be issued for nil consideration as they are being issued as partial consideration for services provided by Spark Plus.
- (e) No funds will be raised from the issue of the Spark Shares.
- (f) A summary of the material terms of the agreement between the Company and Spark Plus is set out in Schedule 6.
- (g) The Spark Shares are not being issued under, or to fund, a reverse takeover
- (h) A voting exclusion statement is included in the Notice for Resolution 11.

#### **9.5 Directors' recommendation**

The Board recommends Shareholders vote in favour of Resolution 11.

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### **10 RESOLUTION 12 – APPROVAL TO ISSUE SPARK OPTIONS UNDER LISTING RULE 7.1**

#### **10.1 Background**

A summary of the Spark Mandate is set out in Section 9.1 above.

Resolution 12 seeks Shareholder approval pursuant to Listing Rule 7.1 for the issue of 5,000,000 Options, exercisable at \$0.006 each on or before 21 May 2027 (**Spark Options**). The Spark Options will be issued to Spark Plus as partial consideration for services provided by Spark Plus under the terms of the Spark Mandate. The material terms and conditions of the Spark Options are set out in Schedule 7.

#### **10.2 Listing Rule 7.1**

A summary of Listing Rule 7.1 is set out in Section 1.2 above. The proposed issue of Spark Options does not fit within any of the exceptions in Listing Rule 7.2 and exceeds the 15% limit in Listing Rule 7.1. It therefore requires the approval of Shareholders under Listing Rule 7.1.

#### **10.3 Technical Information required by Listing Rule 14.1A**

If Resolution 12 is passed, the Company will be able to proceed with the issue of the 5,000,000 Spark Options. In addition, the issue of the Spark Options will be excluded from the calculation of the number of Equity Securities that the Company can issue without Shareholder approval under Listing Rule 7.1.

If Resolution 12 is not passed, the Company will not be able to proceed with the issue of the 5,000,000 Spark Options and will need to discuss alternate methods of compensation for Spark Plus (likely in the form of cash consideration).

#### **10.4 Technical Information required by Listing Rule 7.3**

The following information is provided to Shareholders for the purposes of Listing Rule 7.5 in relation to Resolution 12:

- (a) The Spark Options will be issued to Spark Plus Pte Ltd, who is a corporate adviser to the Company but is not a Related Party of the Company, a member of Key Management Personnel, a substantial holder in the Company, or an associate of any such person.
- (b) A total of 5,000,000 Spark Options will be issued.
- (c) The Spark Options are anticipated to be issued on or around 23 May 2025 and, in any event, by no later than 3 months after the date of the Meeting.
- (d) The Spark Options will be issued for nil consideration as they are being issued as partial consideration for services provided by Spark Plus.
- (e) No funds will be raised from the issue of the Spark Options.
- (f) A summary of the material terms to which the Spark Options will be issued is set out in Schedule 7.
- (g) A summary of the material terms of the agreement between the Company and Spark Plus is set out in Schedule 6.

(h) The Spark Options are not being issued under, or to fund, a reverse takeover

(i) A voting exclusion statement is included in the Notice for Resolution 12.

## 10.5 Directors' recommendation

The Board recommends Shareholders vote in favour of Resolution 12.

## 11 RESOLUTIONS 13 TO 17 – APPROVAL TO ISSUE INCENTIVE OPTIONS TO BRYAN CARR, GRANT PESTELL, REECE O'CONNELL, JEREMY BALDOCK, AND TERRENCE LEUNG

### 11.1 Background

The Company has agreed, subject to obtaining Shareholder approval, to issue Options (**Incentive Options**) in two tranches to members of the Board or their nominees (each an **Incentive Option Recipient**) as follows:

Incentive Option Recipient	Tranche A Options	Tranche B Options	Total Options
Bryan Carr or his nominee (Resolution 13)	13,750,000	13,750,000	27,500,000
Grant Pestell or his nominee (Resolution 14)	11,250,000	11,250,000	22,500,000
Reece O'Connell or his nominee (Resolution 15)	7,500,000	7,500,000	15,000,000
Jeremy Baldock or his nominee (Resolution 16)	7,500,000	7,500,000	15,000,000
Terrence Leung or his nominee (Resolution 17)	2,500,000	2,500,000	5,000,000

The Incentive Options granted to each Incentive Option Recipient under Tranche A are exercisable at \$0.006 each on or before 2 May 2027.

The Incentive Options granted to each Incentive Option Recipient under Tranche B are exercisable at \$0.01 each on or before 2 May 2027.

### 11.2 Listing Rule 10.11

A summary of Listing Rule 10.11 is set out in Section 3.2.

The proposed issue of Incentive Options to the Incentive Option Recipients, in each case falls within Listing Rule 10.11.1 above and does not fall within any of the exceptions in Listing Rule 10.12. It therefore requires the approval of Shareholders under Listing Rule 10.11. Resolutions 13 to 17 (inclusive) seek the required Shareholder approval to issue the Incentive Options to the Incentive Option Recipients respectively under and for the purposes of Listing Rule 10.11.

If approval is obtained under Listing Rule 10.11 then, in accordance with Listing Rule 7.2 (exception 14), separate approval is not required under and for the purposes of Listing Rule 7.1.

### 11.3 Chapter 2E of the Corporations Act

A summary of Chapter 2E of the Corporations Act is set out in Section 3.3.

The proposed issue of Incentive Options (which is a type of Equity Security, for the purposes of Chapter 2E of the Corporations Act) constitutes the giving of a financial benefit. Messrs Carr, Pestell, O'Connell, Baldock and Leung are each Related Parties of the Company by virtue of being Directors.

As the Incentive Options are proposed to be issued to all of the Directors, the Directors are unable to form a quorum to consider whether one of the exceptions set out in section 210 to 216 of the Corporations Act applies to the issue of the Incentive options. Accordingly, Shareholder approval for the issue of the Incentive Options to the Incentive Option Recipients is sought in accordance with Chapter 2E of the Corporations Act.

### 11.4 Technical information required by Listing Rule 14.1A

If Resolution 13 is passed, the Company will be able to proceed with the issue of the 27,500,000 Incentive Options to Mr Carr (or his nominee).

If Resolution 13 is not passed, the Company will not be able to proceed with the issue of 27,500,000 Incentive Options to Mr Carr (or his nominee) and will be required to consider other means of remunerating and incentivising Mr Carr.

Alternative incentive mechanisms may take the form of cash payments which would reduce the Company’s cash reserves.

If Resolution 14 is passed, the Company will be able to proceed with the issue of the 22,500,000 Incentive Options to Mr Pestell (or his nominee).

If Resolution 14 is not passed, the Company will not be able to proceed with the issue of 22,500,000 Incentive Options to Mr Pestell (or his nominee) and will be required to consider other means of remunerating and incentivising Mr Pestell. Alternative incentive mechanisms may take the form of cash payments which would reduce the Company’s cash reserves.

If Resolution 15 is passed, the Company will be able to proceed with the issue of the 15,000,000 Incentive Options to Mr O’Connell (or his nominee).

If Resolution 15 is not passed, the Company will not be able to proceed with the issue of 15,000,000 Incentive Options to Mr O’Connell (or his nominee) and will be required to consider other means of remunerating and incentivising Mr O’Connell. Alternative incentive mechanisms may take the form of cash payments which would reduce the Company’s cash reserves.

If Resolution 16 is passed, the Company will be able to proceed with the issue of the 15,000,000 Incentive Options to Mr Baldock (or his nominee).

If Resolution 16 is not passed, the Company will not be able to proceed with the issue of 15,000,000 Incentive Options to Mr Baldock (or his nominee) and will be required to consider other means of remunerating and incentivising Mr Baldock. Alternative incentive mechanisms may take the form of cash payments which would reduce the Company’s cash reserves.

If Resolution 17 is passed, the Company will be able to proceed with the issue of the 5,000,000 Incentive Options to Mr Leung (or his nominee).

If Resolution 17 is not passed, the Company will not be able to proceed with the issue of 5,000,000 Incentive Options to Mr Leung (or his nominee) and will be required to consider other means of remunerating and incentivising Mr Leung. Alternative incentive mechanisms may take the form of cash payments which would reduce the Company’s cash reserves.

**11.5 Information required by Listing Rule 10.13 and section 219 of the Corporations Act**

The following information is provided to Shareholders for the purposes of Listing Rule 10.13 and section 219 of the Corporations Act in relation to Resolutions 13 to 17 (inclusive):

- (a) The Incentive Options will be issued to the following persons:
  - (i) Bryan Carr (or his nominee) under Resolution 13;
  - (ii) Grant Pestell (or his nominee) under Resolution 14;
  - (iii) Reece O’Connell (or his nominee) under Resolution 15;
  - (iv) Jeremy Baldock (or his nominee) under Resolution 16; and
  - (v) Terrence Leung (or his nominee) under Resolution 17.
- (b) Messrs Carr, Pestell, O’Connell, Baldock and Leung are Directors and therefore fall into the category set out in Listing Rule 10.11.1.
- (c) The maximum number of Incentive Options to be issued to the Incentive Options Recipients (being the nature of the financial benefit proposed to be given) is 85,000,000 as follows:
  - (i) 27,500,000 Incentive Options to Bryan Carr (or his nominee) under Resolution 13;
  - (ii) 22,500,000 Incentive Options to Grant Pestell (or his nominee) under Resolution 14;
  - (iii) 15,000,000 Incentive Options to Reece O’Connell (or his nominee) under Resolution 15;
  - (iv) 15,000,000 Incentive Options to Jeremy Baldock (or his nominee) under Resolution 16; and
  - (v) 5,000,000 Incentive Options to Terrence Leung (or his nominee) under Resolution 17.
- (d) Details of the current total remuneration package for each Incentive Option Recipient is as follows:

Incentive Option Participant	Current Financial Year (excluding the value of Incentive Options the subject of Resolutions 13 to 17)
Bryan Carr <sup>1</sup>	See notes below

Grant Pestell	\$71,175
Reece O'Connell <sup>2</sup>	\$45,000
Jeremy Baldock <sup>2</sup>	\$45,000
Terence Leung	\$45,000

**Notes:**

1. For Bryan Carr, the current remuneration package (excluding the value of any performance options proposed to be issued pursuant to Resolution 13) comprises:
    - (i) annual fees of \$273,750 (inclusive of statutory superannuation guarantee contributions); and
    - (ii) "at risk" remuneration comprises of bonus payments of up to \$136,875 (inclusive of statutory superannuation guarantee contributions) for achievement and delivery of agreed objectives.
  2. Appointed on 20 February 2025
- (e) A summary of the material terms and conditions of the Incentive Options is set out in Schedule 8.
- (f) The Incentive Options are unquoted securities. The Company has chosen to issue the Incentive Options to the Incentive Option Recipients for the following reasons:
- (i) the Incentive Options are unquoted; therefore, the issue of the Incentive Options has no immediate dilutionary impact on Shareholders;
  - (ii) to align the interests of the Incentive Option Recipients, each a Director, with that of Shareholders through the use of appropriate Option exercise prices;
  - (iii) the issue of Incentive Options is considered a reasonable and appropriate method to provide cost-effective remuneration, allowing the Company to preserve its cash reserves for use in its operations;
  - (iv) it is not considered that there are any significant opportunity costs to the Company or benefits foregone by the Company in issuing the Incentive Options on the terms proposed.
- (g) The number of Incentive Options to be issued to each of the Incentive Options Recipients has been determined based upon a consideration of:
- (i) current market standards and/or practices of other ASX listed companies of a similar size and stage of development to the Company;
  - (ii) the remuneration of the Incentive Option Recipients; and
  - (iii) incentives to attract and ensure continuity of service/retain the service of the Incentive Option Recipients who have appropriate knowledge and expertise, while maintaining the Company's cash reserves.
- (h) The value of the Incentive Options and the pricing methodology is set out in Schedule 9.
- (i) The Incentive Options are anticipated to be issued to the Incentive Option Recipients as soon as practicable after the Meeting and, in any event, by no later than one month after the date of the Meeting.
- (j) The Incentive Options will be issued for nil consideration as they are being issued as part of the remuneration packages for Messrs Carr, Pestell, O'Connell, Baldock and Leung respectively.
- (k) The relevant interests of the Incentive Options Recipients in securities of the Company as at the date of this Notice are set out below:

Incentive Option Participant	Shares	Options	Performance Rights
Bryan Carr <sup>1</sup>	32,700,000	6,875,000	-
Grant Pestell <sup>2</sup>	14,469,959	2,500,000	-
Reece O'Connell <sup>3</sup>	1,500,000	-	-
Jeremy Baldock	-	-	-
Terence Leung <sup>4</sup>	84,619,888	25,000,000	-

**Notes:**

1. Mr Carr holds 32,700,000 Shares and 6,875,000 Options directly.

2. Mr Pestell holds 3,100,005 Shares directly and the following Shares indirectly:
    - i. 2,500,000 Shares held in Digrevni Investments Pty Ltd, an entity Mr Pestell holds a 25% interest in;
    - ii. 2,264,107 Shares held in Artemis Corporate Limited, an entity Mr Pestell holds a 25% interest in; and
    - iii. 2,045,847 Shares held in Storm Enterprises Pty Ltd (**Storm**), an entity Mr Pestell holds a 24% interest in.
  3. Mr O'Connell holds 1,500,000 shares directly.
  4. Mr Leung holds the following Shares indirectly:
    - i. 7,081,346 Shares held by Xiaodan Wu (spouse of Mr Leung); and
    - ii. 27,538,542 Shares held by Xiaodan Wu through custodian BNP Paribas Nominees Pty Ltd.
- (l) The Incentive Options were not issued under an agreement.
- (m) A voting exclusion statement is included in the Notice for the purpose of Resolutions 13 to 17 (inclusive).
- (n) Each Director has a material personal interest in the outcome of Resolutions 13 to 17 (inclusive) on the basis that all of the Directors (or their nominees) are to be issued Incentive Options should Resolutions 13 to 17 (inclusive) be passed. For this reason, the Directors do not believe that it is appropriate to make a recommendation on Resolutions 13 to 17 (inclusive).
- (o) The Board is not aware of any other information that is reasonably required by Shareholders to allow them to decide whether it is in the best interests of the Company to pass Resolutions 13 to 17 (inclusive).

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## **12 RESOLUTION 18 – AMENDMENT TO CONSTITUTION – SALE OF EXISTING UNMARKETABLE PARCELS**

### **12.1 Background**

Pursuant to section 136(2) of the Corporations Act, a company may modify or repeal its constitution or a provision of its constitution by way of a special resolution of shareholders.

Listing Rule 15.13 provides that an entity's constitution must not permit it to sell the securities of a holder who has less than a Marketable Parcel of those securities unless the constitution provides for both of the matters in Listing Rule 15.13A or each of the following:

- (a) the entity may do so only once in any 12 month period.
- (b) the entity must notify the security holding in writing of its intention.
- (c) the security holder must be given at least 6 weeks from the date the notice is sent in which to tell the entity that the holder wishes to retain the holding.
- (d) if the security holder tells the entity under paragraph (c) that the holder wishes to retain the holding, the entity will not sell it.
- (e) the power to sell lapses following the announcement of a takeover. However, the procure may be started again after the close of the offers made under the takeover.
- (f) the entity or the purchaser must pay the costs of sale.
- (g) the process of the sale will not be sent until the entity has received any certificate relating to the securities.

Listing Rule 15.13A provides that an entity's constitution must provide for the following:

- (a) The divestment provisions only apply to securities in a new holding created by the transfer of a parcel of securities that was less than a marketable parcel at the time the transfer was initiated or, in the case of a prepare based transfer document, was lodged with the entity. However, the provisions must not apply to securities transferred before 1 September 1999.
- (b) The process of the sale of the securities (less the cost of the sale) must be sent to the holder after the sale.

The Constitution includes the matters set out in Listing Rule 15.13A but does not provide for the matters in Listing Rule 15.13 (being those matters set out in paragraphs (a) to (g) above).

Accordingly, Resolution 18 seeks the approval by Shareholders by way of a special resolution to amend the Constitution in the manner set out in Schedule 10 to enable the Company to facilitate a sale of unmarketable parcels of Shares in accordance with Listing Rule 15.13.

### **12.2 Directors' Recommendation**

The Board recommends that Shareholders vote in favour of Resolution 18.

The Chair will cast all available proxies in favour of Resolution 18.

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## **13 RESOLUTION 19 – AMENDMENT TO CONSTITUTION – PROPORTIONAL TAKEOVER PROVISIONS**

### 13.1 Background

Pursuant to section 136(2) of the Corporations Act, a company may modify or repeal its constitution or a provision of its constitution by way of a special resolution of shareholders.

Resolution 19 seeks to adopt the Proportional Takeover Provisions set out in Schedule 11 (**Proportional Takeover Provisions**). The Proportional Takeover Provisions prohibit the registration of transfers of Shares acquired under a proportional takeover bid unless a resolution is passed by Shareholders approving the bid.

Under section 648D of the Corporations Act, a company may include in its constitution proportional takeover provisions of the kind proposed under Resolution 19. In accordance with section 648G of the Corporations Act, these provisions are effective for a maximum of three years, unless renewed by way of a special resolution of Shareholders.

The Directors believe it is appropriate to adopt the Proportional Takeover Provisions in the Constitution. If adopted, the Proportional Takeover Provisions will operate for three years from the date this Meeting and after that time will cease to apply unless renewed by a further Special Resolution of Shareholders.

If Resolution 19 is passed, then for 21 days after the Meeting, the holders of not less than 10% (by number) of the Shares have the right to apply to the Court to have Resolution 19 set aside. The Court may set aside Resolution 19 if the Court is satisfied in all the circumstances that it is appropriate to do so, otherwise the Court must dismiss the application.

The Corporations Act requires the Company to include the following information in this Notice in relation to Resolution 19.

### 13.2 Proportional Takeover Bid

A proportion takeover bid is a takeover bid that is sent to all shareholders in a class, offering to purchase a specified proportion only (not all) of each shareholder's shares. If a shareholder accepts, the shareholder disposes of that specified portion and retains the balance.

### 13.3 Effects of the Proportion Takeover Provisions

If Resolution 19 is passed, the effects of the Proportional Takeover Provisions are that:

- (a) If a bidder makes a proportional takeover bid for any class of shares in the Company, the Directors must ensure that a meeting of members of that class is convened where a resolution to approve the proportional takeover bid is voted on (**Approving Resolution**). The vote is decided on a simple majority. The bidder and its associated are excluded from voting on the Approving Resolution.
- (b) The meeting and the vote on the Approving Resolution must take place more than 14 days before the last day of the bid period (**Approval Deadline**).
- (c) If the Approving Resolution is rejected before the Approval Deadline, the bid cannot proceed and the offer will be taken to have been withdrawn. Any transfers giving effect to the takeover contracts for the bid will not be registered and all offers under the takeover bid are taken to be withdrawn and all takeover contracts must be rescinded.
- (d) If the Approving Resolution is not voted on, the bid will be taken to have been approved under section 648E(3) of the Corporations Act.
- (e) If the Approving Resolution is passed (or taken to have been approved), the transfers must be registered (subject to the provisions of the Corporations Act and the Constitution).

The Proportional Takeover Provisions do not apply to full takeover bids.

### 13.4 Reasons for the Proportional Takeover Provisions

A proportional takeover bid may result in control of the Company changing without Shareholders having an opportunity to dispose of all their Shares. Accordingly, Shareholders are exposed to the risk of being left as minority Shareholders in the Company by not being able to sell their entire shareholding into a proportional takeover bid. Further, by making a proportional bid, a bidder could obtain practical control of the Company by acquiring less than a majority interest. This might allow a bidder to acquire control without payment of an adequate control premium.

The Director believe that the Proportional Takeover Provisions are desirable to give Shareholders protection from the risks inherent in proportional takeover bids. The Proportional Takeover Provisions proposed to be adopted allow Shares to decide if a proportional takeover bid is acceptable in principle, and may assist in ensuring that any proportional takeover bid is appropriately priced.

To assess the merits of the Proportional Takeover Provision, Shareholders should make a judgment as to what events are likely to occur in relation to the Company during the three-year life of the provisions, if adopted.

The Directors consider it is appropriate to adopt the Proportional Takeover Provisions because:

- This is consistent with past practice, and the Board's unchanged view of the desirability (or otherwise) of proportional takeover bid as a means of affecting a change in control; and
- Whilst the Proportional Takeover Provisions will be in place for three years, the Board cannot say whether a party intends to make a proportional takeover bid.

For these reasons, the Board considers it appropriate to seek to adopt the Proportional Takeover Provisions.

### **13.5 Potential advantages and disadvantages of the Proportional Takeover Provisions**

The Corporations Act requires this Notice to set out the potential advantages and disadvantages for Directors and Shareholders if the proposed Proportional Takeover Provisions are adopted.

The Directors do not consider that the Proportional Takeover Provisions have any potential advantages or disadvantages to them (other than in their respective capacities as Shareholders). Accordingly, the Directors considers that they would remain free to make a recommendation to Shareholders on whether or not to accept an offer under a proportional takeover bid at the time such an offer was made.

The Directors note that it could be argued that the Proportional Takeover Provisions provide an advantage to them as a means of a takeover defence mechanism that could be exploited to entrench the incumbent Board. However, the Directors believe that the basic objective of the Proportional Takeover Provisions is to empower Shareholders in connection with a proportional takeover bid, not the Directors.

The advantages that Shareholders may obtain as a result of the adoption of the Proportional Takeover Provisions include the following:

- shareholders will have a right to decide, by way of a majority vote, whether an offer under a proportional takeover bid should proceed;
- the Proportional Takeover Provisions may protect Shareholders from being locked in as a minority Shareholder;
- the Proportional Takeover Provisions may increase the bargaining power of Shareholders and assist in ensuring that any proportional takeover bid is adequately priced; and
- each individual Shareholder may better assess the likely outcome of the proportional takeover bid by knowing the view of the majority of Shareholders, which may in turn, assist individual Shareholders in deciding whether to accept or reject an offer under a proportional takeover bid.

The disadvantages that Shareholders may experience as a result of the adoption of the Proportional Takeover Provisions include the following:

- proportional takeover bids for shares in the Company may be discouraged;
- if a proportional takeover bid is not approved under an Approving Resolution, Shareholders may lose an opportunity to sell some of their Shares at a premium under the relevant proportional takeover bid;
- individual Shareholders may consider that the Proportional Takeover Provisions would restrict their ability to deal with their Shares as they see fit; and
- the likelihood of a proportional takeover bid succeeding may be reduced.

### **13.6 Previous operation of Proportional Takeover Provisions**

The Corporations Act requires this Notice to retrospectively address the advantages and disadvantages for Directors and Shareholders of the Proportional Takeover Provisions which were previously adopted.

The Company has not previously adopted Proportional Takeover Provisions and accordingly, there are no retrospective advantages or disadvantages of the Proportional Takeover Provisions.

### **13.7 Knowledge of any acquisition proposals**

As at the date of this Notice, no Director is aware of a proposal by any person to acquire, or increase the extent of, a substantial interest in the Company.

Those Directors who are also Shareholders have the same interest in Resolution 19 as all Shareholders.

### **13.8 Directors' Recommendation**

The Board recommends that Shareholders vote in favour of Resolution 19.

The Chair will cast all available votes in favour of Resolution 19.

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## GLOSSARY

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**\$** means Australian dollars.

**Approval Deadline** has the meaning given in Section 13.3(b).

**Approving Resolution** has the meaning given in Section 13.3(a).

**ASX** means ASX Limited ABN 98 008 624 691 and, where the context permits, the Australian Securities Exchange operated by ASX Limited.

**AWST** means Australian Western Standard Time as observed in Perth, Western Australia.

**Board** means the Directors acting as the board of directors of the Company or a committee appointed by such board of directors.

**Broker Options** has the meaning given in Section 8.1.

**Chair** means the chair of the Extraordinary General Meeting.

**Closely Related Party** of a member of the Key Management Personnel means:

- (a) a spouse or child of the member;
- (b) a child of the member's spouse;
- (c) a dependent of the member or the member's spouse;
- (d) anyone else who is one of the member's family and may be expected to influence the member or be influenced by the member, in the member's dealing with the entity;
- (e) a company the member controls; or
- (f) a person prescribed by the *Corporations Regulations 2001* (Cth).

**Company** means Roolife Group Limited ACN 613 410 398.

**Constitution** means the Company's constitution.

**Corporations Act** means the *Corporations Act 2001* (Cth).

**Director** means a current director of the Company.

**Director Placement Shares** has the meaning given in Section 7.1.

**Equity Securities** has the same meaning as given in the Listing Rules.

**Explanatory Memorandum** means the Explanatory Memorandum accompanying the Notice of Meeting.

**Extraordinary General Meeting** or **Meeting** means the meeting convened by the Notice of Meeting.

**Incentive Option** has the meaning given in Section 11.1.

**Incentive Option Recipient** has the meaning given in Section 11.1.

**January Placement** has the meaning given in Section 1.1.

**January Placement Shares** has the meaning given in Section 1.1.

**Key Management Personnel** has the same meaning as in the accounting standards and broadly includes those persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly, including any Director (whether executive or otherwise) of the Company.

**Lead Manager Options** has the meaning given in Section 4.1.

**Listing Rules** means the Listing Rules of ASX.

**Listing Rule 7.1A Mandate** has the meaning given in Section 1.2.

**Listing Rule 7.1A Mandate Expiry Date** has the meaning given in Section 1.2.

**March Placement** has the meaning given in Section 5.1.

**March Placement Shares** has the meaning given in Section 5.1.

**Marketable Parcel** has the same meaning as given in the Listing Rules.

**Morgans** means Morgans Corporate Limited (ACN 010 539 607)

**Morgans Agreement** means the agreement entered into between the Company and Morgans, the terms of which are summarised in Schedule 5.

**Notice** or **Notice of Meeting** means the notice of meeting which forms part of this Explanatory Memorandum.

**Option** means an option to acquire a Share.

**Oskie** has the meaning given in Section 3.1.

**Oskie Placement Options** has the meaning given in Section 3.1.

**Participating Director** has the meaning given in Section 7.1.

**Placement Options** means has the meaning given in Section 2.1.

**Proportional Takeover Provisions** has the meaning given in Section 13.1

**Proxy Form** means the enclosed appointment of proxy form.

**Related Party** has the meaning given in section 228 of the Corporations Act.

**Resolution** means the resolution set out in the Notice.

**Resolution 13 Excluded Party** has the meaning given in Resolution 13.

**Resolution 14 Excluded Party** has the meaning given in Resolution 14.

**Resolution 15 Excluded Party** has the meaning given in Resolution 15.

**Resolution 16 Excluded Party** has the meaning given in Resolution 16.

**Resolution 17 Excluded Party** has the meaning given in Resolution 17.

**Section** means a section contained in the Explanatory Memorandum.

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

**Shareholder** means a registered holder of a Share.

**SP Corporate** means SP Corporate Advisory Pty Ltd (ABN 67 669 429 092).

**SP Corporate Agreement** means the agreement entered into between the Company and SP Corporate, the material terms of which are summarised in Schedule 2.

**Spark Mandate** has the meaning given in Section 9.1.

**Spark Options** has the meaning given in Section 10.1.

**Spark Plus** means Spark Plus Pte Ltd.

**Spark Shares** has the meaning given in Section 9.1

**Tranche A Broker Options** has the meaning given in Section 8.1.

**Tranche A Option** means an Incentive Option issued under Tranche A.

**Tranche B Broker Options** has the meaning given in Section 8.1.

**Tranche B Option** means an Incentive Option issued under Tranche B.

**Tranche 1 Placement Shares** has the meaning given in Section 5.1.

**Tranche 2 Placement Shares** has the meaning given in Section 6.1.

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**SCHEDULE 1 – TERMS OF THE PLACEMENT OPTIONS, LEAD MANAGER OPTIONS AND OSCHIE PLACEMENT OPTIONS**

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The terms of the Placement Options, Lead Manager Options and Oschie Placement Options are set out below:

(a) **Entitlement**

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

(b) **Exercise Price**

The amount payable upon exercise of an Option will be \$0.01 per Option.

(c) **Expiry Date**

Each Option will expire at 5:00pm (WST) on 26 September 2026 (**Expiry Date**). Any Option not exercised before the Expiry Date will automatically lapse on the Expiry Date.

(d) **Exercise Period**

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

(e) **Notice Of Exercise**

The Options may be exercised during the Exercise Period by notice in writing to the Company in the manner specified on the Option certificate (**Notice of Exercise**) and payment of the Exercise Price for each 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 Option being exercised in cleared funds (**Exercise Date**).

(g) **Timing Of Issue Of Shares On Exercise**

Within 5 Business Days after the Exercise Date, the Company will:

- (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, or, if the Company is unable to issue such a notice, 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
- (iii) apply for official quotation on ASX of the Shares issued pursuant to the exercise of the Options.

If a notice under (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.

(h) **Shares Issued On Exercise**

Shares issued on exercise of the Options rank equally with Shares.

(i) **Reconstruction Of Capital**

If at any time the issued capital of the Company is reconstructed, all rights of the holder of the Options are to be changed in a manner consistent with the Corporations Act and the Listing Rules at the time of reconstruction.

(j) **Participation In New Issues**

There are no participation rights or entitlement 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 without exercising the Options.

(k) **Change In Exercise Price**

A Option does not confer a right to change in Exercise Price or a change in the number of underlying Shares over which the Option can be exercised.

(l) **Transferability**

The Options are transferable in accordance with relevant market rules.

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## SCHEDULE 2 – SUMMARY OF THE SP CORPORATE AGREEMENT

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The material terms of the SP Corporate Agreement are summarised below:

On 27 January 2025, SP Corporate and the Company entered into the SP Corporate Agreement pursuant to which SP Corporate was appointed as the lead manager with respect to the January Placement (**Services**). The SP Corporate Agreement terminates upon completion of the January Placement.

In consideration of the provision of the Services, the Company agreed to:

- (a) pay to SP Corporate a placement fee equal to 6% (plus GST) of the funds raised in the January Placement;
- (b) issue to SP Corporate (or its nominee) the Lead Manager Options;
- (c) pay to SP Corporate's licensee Viriathus Capital Pty Ltd, a fee of \$7,500 for managing the DVP settlement; and
- (d) reimburse SP Corporate for all reasonable out-of-pocket expenses.

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**SCHEDULE 3 – SUMMARY OF AGREEMENT TO ISSUE SHARES TO MR CHENG QINGHENG**

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On 31 March 2025, the Company entered into a placement agreement with a representative of a key channel partner in China, Mr Cheng Qingheng. The placement agreement has the following material terms:

- Cheng Qingheng agreed to subscribe for \$553,000 of Shares at an issue price of \$0.004 each in two tranches as follows:
  - Under Tranche 1, the Company agreed to issue 74,000,000 Shares to Cheng Qingheng (or his nominee) for consideration of \$296,000 (these Shares being the subject of Resolution 6).
  - Under Tranche 2, the Company agreed to issue 64,250,000 Shares to Cheng Qingheng (or his nominee) for consideration of \$257,000 (these Shares being the subject of Resolution 7).
- The placement agreement otherwise contained terms and conditions consistent with an agreement of such nature.

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## SCHEDULE 4 – TERMS OF BROKER OPTIONS

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The terms of the Broker Options are set out below:

(a) **Entitlement**

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

(b) **Exercise Price**

The amount payable upon exercise:

- (i) in respect of the Tranche A Broker Options, will be \$0.006 per Tranche A Broker Option; and
- (ii) in respect of the Tranche B Broker Options, will be \$0.01 per Tranche B Broker Option.

(c) **Expiry Date**

Each Broker Option will expire at 5:00pm (WST) on 21 May 2027 (**Expiry Date**). Any Broker Option not exercised before the Expiry Date will automatically lapse on the Expiry Date.

(d) **Exercise Period**

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

(e) **Notice Of Exercise**

The Broker Options may be exercised during the Exercise Period by notice in writing to the Company in the manner specified on the Broker Option certificate (**Notice of Exercise**) and payment of the Exercise Price for each Broker 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 Broker Option being exercised in cleared funds (**Exercise Date**).

(g) **Timing Of Issue Of Shares On Exercise**

Within 5 Business Days after the Exercise Date, the Company will:

- (i) issue the number of Shares required under these terms and conditions in respect of the number of Broker 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, or, if the Company is unable to issue such a notice, 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
- (iii) apply for official quotation on ASX of the Shares issued pursuant to the exercise of the Broker Options.

If a notice under (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.

(h) **Shares Issued On Exercise**

Shares issued on exercise of the Broker Options rank equally with Shares.

(i) **Reconstruction Of Capital**

If at any time the issued capital of the Company is reconstructed, all rights of the holder of the Broker Options are to be changed in a manner consistent with the Corporations Act and the Listing Rules at the time of reconstruction.

(j) **Participation In New Issues**

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

(k) **Change In Exercise Price**

A Broker Option does not confer a right to change in Exercise Price or a change in the number of underlying Shares over which the Broker Option can be exercised.

(I) **Transferability**

The Broker Options are transferable in accordance with relevant market rules.

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## SCHEDULE 5 – SUMMARY OF THE MORGANS AGREEMENT

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The material terms of the Morgans Agreement are summarised below:

Commencing on 31 March 2025, Morgans was appointed as the lead manager with respect to the March Placement, with the agreement terminating upon completion of the March Placement (**Services**).

In consideration of the provision of the Services, the Company agreed to:

- (a) pay to Morgans a placement fee equal to 5% (plus GST) of the funds raised in the March Placement;
- (b) issue to Morgans (or its nominee) the Lead Manager Options; and
- (c) reimburse Morgans for all reasonable out-of pocket expenses.

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## SCHEDULE 6 – SUMMARY OF THE SPARK MANDATE

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The material terms of the Spark Mandate are summarised below:

On 2 April 2025, Spark Plus and the Company entered into the Spark Mandate pursuant to which Spark Plus was engaged by the Company to provide ongoing corporate advisory services for an initial term of six months commencing on 2 April 2025, subject to extension by mutual agreement between the parties.

In consideration of the provision of the services pursuant to the Spark Mandate, the Company agreed to:

- (a) issue to Spark Plus 7,500,000 Shares at an issue price of \$0.004;
- (b) issue to Spark Plus the Spark Options; and
- (c) reimburse Spark Plus for all reasonable out-of-pocket expenses.

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## SCHEDULE 7 – TERMS OF SPARK OPTIONS

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The terms of the Spark Options are set out below:

(a) **Entitlement**

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

(b) **Exercise Price**

The amount payable upon exercise of the Spark Options will be \$0.006 per Spark Option.

(c) **Expiry Date**

Each Spark Option will expire at 5:00pm (WST) on 21 May 2027 (**Expiry Date**). Any Spark Option not exercised before the Expiry Date will automatically lapse on the Expiry Date.

(d) **Exercise Period**

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

(e) **Notice Of Exercise**

The Spark Options may be exercised during the Exercise Period by notice in writing to the Company in the manner specified on the Spark Option certificate (**Notice of Exercise**) and payment of the Exercise Price for each Spark 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 Spark Option being exercised in cleared funds (**Exercise Date**).

(g) **Timing Of Issue Of Shares On Exercise**

Within 5 Business Days after the Exercise Date, the Company will:

- (i) issue the number of Shares required under these terms and conditions in respect of the number of Spark 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, or, if the Company is unable to issue such a notice, 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
- (iii) apply for official quotation on ASX of the Shares issued pursuant to the exercise of the Spark Options.

If a notice under (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.

(h) **Shares Issued On Exercise**

Shares issued on exercise of the Spark Options rank equally with Shares.

(i) **Reconstruction Of Capital**

If at any time the issued capital of the Company is reconstructed, all rights of the holder of the Spark Options are to be changed in a manner consistent with the Corporations Act and the Listing Rules at the time of reconstruction.

(j) **Participation In New Issues**

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

(k) **Change In Exercise Price**

A Spark Option does not confer a right to change in Exercise Price or a change in the number of underlying Shares over which the Spark Option can be exercised.

(l) **Transferability**

The Spark Options are transferable in accordance with relevant market rules.

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## SCHEDULE 8 – TERMS OF INCENTIVE OPTIONS

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The terms of the Incentive Options are set out below:

(a) **Entitlement**

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

(b) **Exercise Price**

The amount payable upon exercise of a Tranche A Option will be \$0.006 per Tranche A Option.

The amount payable upon exercise of a Tranche B Option will be \$0.01 per Tranche B Option.

(c) **Expiry Date**

Each Tranche A Option will expire at 5:00pm (WST) on 21 May 2027.

Each Tranche B Option will expire at 5:00pm (WST) on 21 May 2027.

Any Incentive Option not exercised before the relevant Expiry Date will automatically lapse on the relevant Expiry Date.

(d) **Exercise Period**

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

(e) **Notice Of Exercise**

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

(f) **Cashless Exercise Facility**

At the time of delivering a Notice of Exercise, the holder of the Incentive Option may request to utilise a cashless exercise facility. The Board may approve or refuse such request in its absolute discretion. If the Board approves such request, the holder will only be issued with the number of Shares (rounded down to the nearest whole number) as are equal in value to the difference between the total Exercise Price otherwise payable for the relevant Incentive Options being exercised and the then Market Price at the time of exercise, calculated in accordance with the following formula:

$$A = \frac{B(C-D)}{C}$$

Where:

A = the number of Shares (rounded down to the nearest whole number) to be issued on exercise of the Incentive Options;

B = the number of Shares otherwise issuable upon the exercise of the Incentive Options or portion of the Incentive Options being exercised;

C = the Market Price of one Share determined as at the Exercise Date, where Market Price is determined to be the weighted average price for Shares on the ASX over the last 20 trading days immediately prior to the Exercise Date; and

D = the relevant Exercise Price.

(g) **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 Incentive Option being exercised in cleared funds (**Exercise Date**).

(h) **Timing Of Issue Of Shares On Exercise**

Within 5 Business Days after the Exercise Date, the Company will:

- (i) issue the number of Shares required under these terms and conditions in respect of the number of Incentive 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, or, if the Company is unable to issue such a notice, 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
- (iii) apply for official quotation on ASX of the Shares issued pursuant to the exercise of the Incentive Options.

If a notice under (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.

(i) **Shares Issued On Exercise**

Shares issued on exercise of the Incentive Options rank equally with Shares.

(j) **Reconstruction Of Capital**

If at any time the issued capital of the Company is reconstructed, all rights of the holder of the Incentive Options are to be changed in a manner consistent with the Corporations Act and the Listing Rules at the time of reconstruction.

(k) **Participation In New Issues**

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

(l) **Change In Exercise Price**

A Incentive Option does not confer a right to change in Exercise Price or a change in the number of underlying Shares over which the Incentive Option can be exercised.

(m) **Transferability**

The Incentive Options are transferable subject to any restrictions or escrow arrangements imposed by the ASX or under applicable Australian securities laws.

**SCHEDULE 9 – VALUATION METHODOLOGY OF INCENTIVE OPTIONS**

The Incentive Options to be issued to the Incentive Option Recipients pursuant to Resolutions 13 to 17 have been valued by direct reference to the fair value of the equity instruments granted. The fair value of the equity instruments granted is based on the closing market price of RLGO Listed Options on the relevant valuation date.

<b>Assumptions</b>	
Valuation date	1 April 2025
Closing Market Price on Valuation Date	\$0.001

The value of Tranche A Options proposed to be issued to each Incentive Option Recipient having regard to the above assumptions is set out in the table below:

<b>Incentive Option Recipient</b>	<b>Tranche A Options</b>	<b>Assumed Value per Tranche A Option</b>	<b>Total value of all Tranche A Options awarded</b>
Bryan Carr or his nominee (Resolution 13)	13,750,000	\$0.001	\$13,750
Grant Pestell or his nominee (Resolution 14)	11,250,000	\$0.001	\$11,250
Reece O’Connell or his nominee (Resolution 15)	7,500,000	\$0.001	\$7,500
Jeremy Baldock or his nominee (Resolution 16)	7,500,000	\$0.001	\$7,500
Terrence Leung or his nominee (Resolution 17)	2,500,000	\$0.001	\$2,500

The value of the Tranche B Options proposed to be issued to each Incentive Option Recipient having regard to the above assumptions is set out in the table below:

<b>Incentive Option Recipient</b>	<b>Tranche B Options</b>	<b>Assumed Value per Tranche B Option</b>	<b>Total value of all Tranche B Options awarded</b>
Bryan Carr or his nominee (Resolution 13)	13,750,000	\$0.001	\$13,750
Grant Pestell or his nominee (Resolution 14)	11,250,000	\$0.001	\$11,250
Reece O’Connell or his nominee (Resolution 15)	7,500,000	\$0.001	\$7,500
Jeremy Baldock or his nominee (Resolution 16)	7,500,000	\$0.001	\$7,500
Terrence Leung or his nominee (Resolution 17)	2,500,000	\$0.001	\$2,500

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## SCHEDULE 10 – UNMARKETABLE PARCELS PROVISIONS

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The Constitution be amended by inserting a new clause 6.7A after the existing clause 6.7 as follows:

**“6.7A Existing Unmarketable Parcels**

- (a) *The Company may sell the Shares of a Member if:*
  - (i) *the total number of Shares of a particular class held by that Member is an Unmarketable Parcel of Shares;*
  - (ii) *the Company gives that member notice in writing stating that the Shares are liable to be sold or disposed of by the Company (**Notice of Sale of Unmarketable Parcel**); and*
  - (iii) *that Member does not given notice in writing to the Company, by the date specified in the Notice of Sale of Unmarketable Parcel (being not less than 42 days after the date of that notice), stating that all or some of those Shares are not to be sold or disposed of.*
- (b) *The Company may only exercise the powers under clause 6.7A in respect of one or more Members, once in any 12 month period.*
- (c) *The power of the Company under clause 6.7A lapses following the announcement of a takeover bid. However, the procedure may be started again after the close of the offers made under the takeover bid.”*

The Constitution be amended by inserting a new clause 29 after the existing clause 28 as follows:

**“29      Proportional Takeover Provisions**

**29.1      Definitions**

*In this clause:*

**Approving Resolution** means a resolution to approve a proportional takeover bid in accordance with this clause 29.

**Deadline** means the fourteenth day before the last day of the bid period for a proportional takeover bid.

**Voter** means a person (other than a bidder under a proportional takeover bid or an associate of that bidder) who, as at the end of the date on which the first offer under that bid was made, held bid class securities for that bid.

**29.2      Requirement for an Approving Resolution**

- (a)      *The Company must refuse to register a transfer of Shares giving effect to a takeover contract for a proportional takeover bid unless and until an Approving Resolution is passed in accordance with this clause 29.*
- (b)      *This clause 29 ceases to apply on the third anniversary of its last adoption, or last renewal, in accordance with the Corporations Act.*

**29.3      Coting on an Approving Resolution**

- (a)      *Where offers are made under a proportional takeover bid, the Directors must, call and arrange to hold a meeting of Votes for the purpose of voting on an Approving Resolution before the Deadline.*
- (b)      *The provisions of this Constitution concerning meetings of Members (with necessary changes) apply to a meeting held under clause 29.3(a).*
- (c)      *Subject to this Constitution, every Vote present at the meeting held under clause 29.3(a) is entitled to one vote for each Share in the bid class securities that the Voter holds.*
- (d)      *To be effective, an Approving Resolution must be passed before the Deadline.*
- (e)      *An Approving Resolution that has been voted on is taken to have been passed if the proportion that the number of votes in favour of the resolution bears to the total number of votes in on the resolution is greater than 50%, and otherwise is taken to have been rejected.*
- (f)      *If no Approving Resolution has been voted on as at the end of the date before the Deadline, an Approving Resolution is taken, for the purposes of this clause 29, to have been passed in accordance with this clause 29.”*



UNLOCK A WORLD  
OF POTENTIAL

ABN 14 613 410 398

RLG

MR SAM SAMPLE  
FLAT 123  
123 SAMPLE STREET  
THE SAMPLE HILL  
SAMPLE ESTATE  
SAMPLEVILLE VIC 3030

## Need assistance?



**Phone:**

1300 850 505 (within Australia)  
+61 3 9415 4000 (outside Australia)



**Online:**

[www.investorcentre.com/contact](http://www.investorcentre.com/contact)



## YOUR VOTE IS IMPORTANT

For your proxy appointment to be effective it must be received by **10:00am (AWST) on Monday, 19 May 2025.**

# Proxy Form

## How to Vote on Items of Business

All your securities will be voted in accordance with your directions.

### APPOINTMENT OF PROXY

**Voting 100% of your holding:** Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote or abstain as they choose (to the extent permitted by law). If you mark more than one box on an item your vote will be invalid on that item.

**Voting a portion of your holding:** Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

**Appointing a second proxy:** You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

**A proxy need not be a securityholder of the Company.**

## SIGNING INSTRUCTIONS FOR POSTAL FORMS

**Individual:** Where the holding is in one name, the securityholder must sign.

**Joint Holding:** Where the holding is in more than one name, all of the securityholders 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 form when you return it.

**Companies:** Where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please sign in the appropriate place to indicate the office held. Delete titles as applicable.

## PARTICIPATING IN THE MEETING

### Corporate Representative

If a representative of a corporate securityholder or proxy is to participate in the meeting you will need to provide the appropriate "Appointment of Corporate Representative". A form may be obtained from Computershare or online at [www.investorcentre.com/au](http://www.investorcentre.com/au) and select "Printable Forms".

## Lodge your Proxy Form:

**XX**

### Online:

Lodge your vote online at [www.investorvote.com.au](http://www.investorvote.com.au) using your secure access information or use your mobile device to scan the personalised QR code.

Your secure access information is



**Control Number: 999999**

**SRN/HIN: I9999999999**

**PIN: 99999**

For Intermediary Online subscribers (custodians) go to [www.intermediaryonline.com](http://www.intermediaryonline.com)

### By Mail:

Computershare Investor Services Pty Limited  
GPO Box 242  
Melbourne VIC 3001  
Australia

### By Fax:

1800 783 447 within Australia or  
+61 3 9473 2555 outside Australia



**PLEASE NOTE:** For security reasons it is important that you keep your SRN/HIN confidential.

You may elect to receive meeting-related documents, or request a particular one, in electronic or physical form and may elect not to receive annual reports. To do so, contact Computershare.

MR SAM SAMPLE  
 FLAT 123  
 123 SAMPLE STREET  
 THE SAMPLE HILL  
 SAMPLE ESTATE  
 SAMPLEVILLE VIC 3030

**Change of address.** If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes.



I 9999999999

I ND

# Proxy Form

Please mark  to indicate your directions

## Step 1 Appoint a Proxy to Vote on Your Behalf

XX

I/We being a member/s of RooLife Group Ltd hereby appoint

the Chairman of the Meeting **OR**

**PLEASE NOTE:** Leave this box blank if you have selected the Chairman of the Meeting. Do not insert your own name(s).

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the Extraordinary General Meeting of RooLife Group Ltd to be held at RooLife Group Limited, Unit B11, Level 1, 431 Roberts Rd, Subiaco, WA, 6008 on Wednesday, 21 May 2025 at 10:00am (AWST) and at any adjournment or postponement of that meeting.

**Chairman authorised to exercise undirected proxies on remuneration related resolutions:** Where I/we have appointed the Chairman of the Meeting as my/our proxy (or the Chairman becomes my/our proxy by default), I/we expressly authorise the Chairman to exercise my/our proxy on Resolutions 13-17 (except where I/we have indicated a different voting intention in step 2) even though Resolutions 13-17 are connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chairman.

**Important Note:** If the Chairman of the Meeting is (or becomes) your proxy you can direct the Chairman to vote for or against or abstain from voting on Resolutions 13-17 by marking the appropriate box in step 2.

## Step 2 Items of Business

**PLEASE NOTE:** If you mark the **Abstain** box for an item, you are directing your proxy not to vote on your behalf on a show of hands or a poll and your votes will not be counted in computing the required majority.

		For	Against	Abstain		For	Against	Abstain	
1	Ratification of prior Issue of Shares under Listing Rule 7.1	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	11	Approval to Issue Spark Shares under Listing Rule 7.1	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2	Ratification of prior Issue of Shares under Listing Rule 7.1A	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	12	Approval to Issue Spark Options under Listing Rule 7.1	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3	Approval to Issue Placement Options under Listing Rule 7.1	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	13	Approval to Issue Incentive Options to Mr Bryan Carr	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4	Approval to Issue Placement Options to Oschie Capital Pty Ltd under Listing Rule 10.11	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	14	Approval to Issue Incentive Options to Mr Grant Pestell	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5	Approval to Issue Lead Manager Options under Listing Rule 7.1	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	15	Approval to Issue Incentive Options to Mr Reece O'Connell	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6	Ratification of prior Issue of Shares under Listing Rule 7.1A	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	16	Approval to Issue Incentive Options to Mr Jeremy Baldock	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7	Approval to Issue Shares under Listing Rule 7.1	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	17	Approval to Issue Incentive Options to Mr Terrence Leung	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8	Approval to Issue Shares to Mr Reece O'Connell	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	18	Amendment to Constitution – Sale of existing unmarketable parcels	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
9	Approval to Issue Shares to Mr Jeremy Baldock	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	19	Amendment to Constitution – Proportional takeover provisions	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
10	Approval to Issue Broker Options under Listing Rule 7.1	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>					

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business. In exceptional circumstances, the Chairman of the Meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made.

## Step 3 Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1  Securityholder 2  Securityholder 3  / /  
 Sole Director & Sole Company Secretary Director Director/Company Secretary Date

**Update your communication details** (Optional)

Mobile Number  Email Address   
 By providing your email address, you consent to receive future Notice of Meeting & Proxy communications electronically

