
ROCKETDNA LTD

ACN 617 678 701

NOTICE OF GENERAL MEETING

Notice is given that the Meeting will be held at:

TIME: 11.00am (WST)

DATE: Thursday, 18 December 2025

PLACE: by Virtual Meeting Facility

The Company is pleased to provide Shareholders with the opportunity to attend and participate in a virtual Meeting through an online meeting platform powered by Automic, where Shareholders will be able to watch, listen, and vote online.

Details on how to access the virtual Meeting are set out in this Notice.

For the purpose of Section 249RA of the Corporations Act, the place at which the Meeting of the Company is held is taken to be:

Level 10, 440 Collins Street, Melbourne, Victoria.

The business of the Meeting affects your shareholding and your vote is important.

This Notice of Meeting should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their professional advisers prior to voting.

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 Shareholders at 4.00pm (WST) on Tuesday, 16 December 2025.

NOTICE OF GENERAL MEETING

Notice is given that the General Meeting of the Shareholders of RocketDNA Ltd (the **Company**) will be held through the Virtual Meeting Facility on Thursday, 18 December 2025 commencing at 11.00am (WST) (the **Meeting**).

Through the Virtual Meeting Facility, Shareholders will be able to participate in the meeting by listening, asking questions and voting on the resolutions. Shareholders are strongly encouraged to cast their vote by proxy prior to the Meeting in accordance with the instructions set out on page 6 of this Notice to ensure their votes are counted. Further information on how to participate and vote during the Meeting via the Virtual Meeting Facility is set out on page 6 of this Notice.

The Explanatory Statement that accompanies this Notice provides additional information on the matters to be considered at the Meeting. The Explanatory Statement and Proxy Form are part of this Notice.

Should circumstances further change between the date of this Notice of Meeting and the proposed time of the Meeting, the Directors will further update Shareholders with the proposed next steps.

BUSINESS OF THE MEETING

AGENDA

1. RESOLUTION 1 – RATIFICATION OF PRIOR ISSUE OF NOVEMBER PLACEMENT SHARES – LISTING RULE 7.1

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

“That, for the purposes of Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue on 11 November 2025 of 131,328,485 fully paid Shares at an issue price of \$0.015 (1.5 cents), on the terms and conditions as set out in the Explanatory Statement.”

A voting exclusion statement applies to this Resolution. Please see below.

2. RESOLUTION 2 – RATIFICATION OF PRIOR ISSUE OF NOVEMBER PLACEMENT SHARES – LISTING RULE 7.1A

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

“That, for the purposes of Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue on 11 November 2025 of 90,138,182 fully paid Shares at an issue price of \$0.015 (1.5 cents), on the terms and conditions as set out in the Explanatory Statement.”

A voting exclusion statement applies to this Resolution. Please see below.

3. RESOLUTION 3 – APPROVAL TO ISSUE TRANCHE 2 PLACEMENT SHARES

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

“That, for the purposes of Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue up to 35,866,670 Tranche 2 Placement Shares to professional and sophisticated investors on the terms and conditions set out in the Explanatory Statement.”

A voting exclusion statement applies to this Resolution. Please see below.

4. RESOLUTION 4 – APPROVAL TO ISSUE PLACEMENT SHARES TO DAVID MORTON

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

“That, for the purposes of Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue up to 7,333,331 Placement Shares to David Morton (or his nominee(s)) on the terms and conditions set out in the Explanatory Statement.”

A voting exclusion statement applies to this Resolution. Please see below.

5. RESOLUTION 5 – APPROVAL TO ISSUE PLACEMENT SHARES TO CHRISTOPHER CLARK

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

“That, for the purposes of Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue up to 666,666 Placement Shares to Christopher Clark (or his nominee(s)) on the terms and conditions set out in the Explanatory Statement.”

A voting exclusion statement applies to this Resolution. Please see below.

6. RESOLUTION 6 – APPROVAL TO ISSUE PLACEMENT SHARES TO PAUL WILLIAMSON

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

“That, for the purposes of Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue up to 1,333,333 Placement Shares to Paul Williamson (or his nominee(s)) on the terms and conditions set out in the Explanatory Statement.”

A voting exclusion statement applies to this Resolution. Please see below.

Dated: 18 November 2025

By order of the Board



Stephen Buckley
Company Secretary

Voting Exclusion Statements

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

Resolution 1 – Ratification of Prior Issue of November Placement Shares – Listing Rule 7.1	The Company will disregard any votes cast in favour of this Resolution 1 by or on behalf of any person who participated in the issue of securities, or any associates of that person or those persons.
Resolution 2 – Ratification of Prior Issue of November Placement Shares – Listing Rule 7.1A	The Company will disregard any votes cast in favour of this Resolution 2 by or on behalf of any person who participated in the issue of securities, or any associates of that person or those persons.
Resolution 3 – Approval to issue Tranche 2 Placement Shares	Professional and sophisticated investors or any other 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 an associate of that person (or those persons).
Resolution 4 – Approval to Placement Shares to David Morton	David Morton (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.
Resolution 5 – Approval to Placement Shares to Christopher Clark	Christopher Clark (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.
Resolution 6 – Approval to Placement Shares to Paul Williamson	Paul Williamson (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 the Resolution by:

- a) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way; or
- b) the Chair as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or
- c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and
 - (ii) the holder votes on the Resolution in accordance with the directions given by the beneficiary to the holder to vote in that way.

How to vote and ask questions

The Company has decided to hold the Meeting as a virtual meeting. You may vote by proxy, personal representative or via the Virtual Meeting Facility.

Shareholders will be able to ask questions during the Meeting in respect to the formal items of business as well as general questions in respect to the Company and its business at the conclusion of the Meeting.

Shareholders are also encouraged to submit questions in advance of the Meeting to the Company. Questions must be submitted in writing to the Company Secretary at stephen.buckley@rocketdna.com at least 48 hours before the Meeting.

Voting by proxy

The Company intends to conduct the Meeting virtually via Automic's platform. Shareholders are strongly encouraged to vote by lodging a directed proxy appointing the Chair as early as possible and in any event prior to the cut-off for proxy voting as set out in the Notice. Proxy forms can be lodged as below:

- By following the directions on the Proxy Form;
- By scan and email to meetings@automicgroup.com.au;
- In person at Automic, Level 5, 126 Phillip Street, Sydney NSW 2000;
- By post to Automic, GPO Box 5193, Sydney NSW 2001; or
- By facsimile to +61 (0)2 8583 3040.

All proxy forms must be received by the Company not later than **11.00am (WST) on Tuesday, 16 December 2025**.

In accordance with section 249L of the Corporations Act, Shareholders are advised that:

- each Shareholder has a right to appoint a proxy;
- the proxy need not be a Shareholder of the Company; and
- a Shareholder who is entitled to cast 2 or more votes may appoint 2 proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If the member appoints 2 proxies and the appointment does not specify the proportion or number of the member's votes, then in accordance with section 249X(3) of the Corporations Act, each proxy may exercise one-half of the votes.

In addition:

- if a proxy is given by a body corporate, a Proxy Form must be executed in writing under the common seal of the corporation or otherwise in accordance with section 127 of the Corporations Act or signed by an attorney;
- if a proxy is given by a natural person, a Proxy Form must be executed under the hand of that person or that person's attorney;
- to be effective, the Proxy Form and the power of attorney or other authority (if any) under which it is signed or a certified copy, must be received by the Company at least 48 hours before the time for holding the Meeting or any adjourned Meeting;
- if a Shareholder appoints the Chair as the Shareholder's proxy and does not specify how the Chair is to vote, the Chair will vote, as proxy for that Shareholder, in favour of or against each resolution as set out in the Explanatory Statement;
- a Shareholder that is a body corporate may appoint an individual as its representative to exercise all or any of the powers the body corporate may exercise at the Meeting (the appointment may be a standing one); and
- any Proxy Form received after this deadline will be treated as invalid.

Personal Representative

To vote by personal representative, please forward the authority under which the personal representative has been appointed (or a certified copy of the authority) to the address set out above for the return of Proxy Forms so that it is received no later than **11.00am (WST) on Tuesday, 16 December 2025**.

Corporate Representative

Any corporate Shareholder who has appointed a person to act as its corporate representative at the Meeting should provide that person with a certificate or letter executed in accordance with the Corporations Act authorising him or her to act as that company's representative. The authority may be sent to the Company and/or Share Registry in advance of the Meeting. An appointment of corporate representative form can be obtained by via the Company's share registry website – www.automicgroup.com.au.

Preparing to attend the Virtual Meeting

The company is pleased to provide shareholders with the opportunity to attend and participate in a virtual Meeting through an online meeting platform powered by Automic.

Shareholders that have an existing account with Automic will be able to watch, listen and vote online.

Shareholders who do not have an account with Automic are strongly encouraged to register for an account **as soon as possible and well in advance of the Meeting** to avoid any delays on the day of the Meeting.

An account can be created via the following link investor.automic.com.au and then clicking on “**Register**” and following the prompts.

Shareholders will require their holder number (Securityholder Reference Number (SRN) or Holder Identification Number (HIN)) to create an account with Automic.

Attending and Voting at the Virtual Meeting

Shareholders who wish to vote virtually on the day of the AGM can do so by logging in to the Automic shareholder portal:

1. Open your internet browser and go to investor.automic.com.au
2. Login using your username and password. If you do not already have an account, click “**Register**” and follow the prompts. **Shareholders are encouraged to register prior to the commencement of the Meeting to avoid delays in accessing the virtual platform.**
3. After logging in, a banner will appear at the bottom of your screen when the Meeting is open for registration. Click “**Register**”. Alternatively, select Meetings from the left-hand menu.
4. Click on “**Join Meeting**” and follow the prompts.
5. When the Chair of the Meeting declares the poll open, select the “**Voting**” dropdown menu on the right-hand side of your screen.
6. Select either the “**Full**” or “**Allocate**” option to access your electronic voting card.
7. Follow the prompts to record your voting direction for each resolution and click “**Submit votes**”. For allocated votes, the number of votes submitted must not exceed your remaining available units.

Important: *Votes cannot be amended once submitted.*

For further information on the live voting process please see the **Registration and Voting Guide** at <https://www.automicgroup.com.au/virtual-agms/>

The Company will also provide Shareholders with the opportunity to ask questions during the Meeting in respect to the formal items of business as well as general questions in respect to the Company and its business.

Please note that if you have previously submitted a Proxy Form, your online attendance at the Meeting will revoke your proxy's authority to vote, unless you inform the Company otherwise prior to commencement of the Meeting, in which case, your authority to vote at the Meeting is suspended while your proxy is present.

Should you wish to discuss the matters in this Notice of Meeting please do not hesitate to contact the Company Secretary on (08) 6189 1155.

EXPLANATORY STATEMENT

This Explanatory Statement has been prepared to provide information which the Directors believe to be material to Shareholders in deciding whether or not to pass the Resolutions.

Shareholders should read this statement and the Notice in full before deciding how to vote on the Resolutions set out in the Notice. All Resolutions to be considered at the Meeting will be decided by poll based on both proxy votes received prior to the commencement of the Meeting and votes cast in person at the physical venue or via the online voting facility during the Meeting. Shareholders are encouraged to cast their vote by proxy prior to the Meeting in accordance with the instructions set out on page 5 of this Notice.

1. BACKGROUND TO RESOLUTIONS 1 TO 6

1.1 Background to November Placement

On 3 November 2025, the Company announced that it had received firm commitments from investors for approximately \$4 million (before costs) through the issue of an aggregate of 266,666,667 Shares (**Placement Shares**) at an issue price of \$0.015 (1.5 cents) per Share (**Placement**).

The Placement will be conducted in two tranches. For the first tranche of the Placement:

- (a) 131,328,485 Placement Shares were issued on 11 November 2025 pursuant to the Company's existing placement capacity under Listing Rule 7.1 (**November Placement Shares**), this being the subject of ratification in Resolution 1; and
- (b) 90,138,182 Placement Shares were issued on 11 November 2025 pursuant to the Company's existing placement capacity under Listing Rule 7.1A (**November Placement Shares**), this being the subject of ratification in Resolution 2.

For the second tranche of the Placement, it is intended that:

- (a) up to 35,866,670 Placement Shares will be issued to unrelated participants in the Placement, subject to Shareholder approval pursuant to Resolution 3; and
- (b) up to 9,333,330 Placement Shares will be issued to the Directors participating in the Placement to raise up to \$140,000, comprising:
 - i. up to 7,333,331 Placement Shares to Mr David Morton subject to Shareholder approval in Resolution 4;
 - ii. up to 666,666 Placement Shares to Mr Christopher Clark subject to Shareholder approval in Resolution 5; and
 - iii. up to 1,333,333 Placement Shares to Mr Paul Williamson subject to Shareholder approval in Resolution 6,

(together, the **Tranche 2 Placement Shares**).

1.2 Lead Manager

The Company engaged the services of Morgans Corporate Limited (ACN 010 539 607) (**Morgans**) to act as the sole Lead Manager to the Placement pursuant to a Lead Manager Mandate (**Mandate**).

Pursuant to the Mandate, in consideration for lead manager services provided, the Company agreed to pay Morgans a capital raising fee of 6% (plus GST) of the gross proceeds raised under the Placement.

The Mandate contains various further terms which are considered standard for an agreement of this type.

1.3 Use of Funds

The funds raised from the Placement are intended to be used for the following purposes:

- (a) CAPEX and inventory for xBot® units;
- (b) Additional sales and deployment support;
- (c) Software development for Skylink and SiteTube; and
- (d) Working capital and offer costs.

2. RESOLUTIONS 1 AND 2 - RATIFICATION OF PRIOR ISSUE OF NOVEMBER PLACEMENT SHARES – LISTING RULE 7.1 AND LISTING RULE 7.1A

2.1 General

The background to the Placement is detailed in sections 1.1, 1.2 and 1.3 above.

2.2 Listing Rules

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 its shareholders over any 12 month period to 15% of the fully paid ordinary shares it had on issue at the start of that period.

Under Listing Rule 7.1A however, an eligible entity can seek approval from its members, by way of a special resolution passed at its annual general meeting, to increase this 15% limit by an extra 10% to 25%. The Company obtained this approval at its annual general meeting held on 30 May 2025.

The issue of the November Placement Shares does not fit within any of the exceptions set out in Listing Rule 7.2 and, as it has not yet been approved by Shareholders, it effectively uses up part of the 25% limit in Listing Rules 7.1 and 7.1A, reducing the Company's capacity to issue further equity securities without Shareholder approval under Listing Rules 7.1 and 7.1A for the 12 month period following the date of the issue.

Listing Rule 7.4 provides that where an entity in a general meeting ratifies the previous issue of securities made pursuant to Listing Rule 7.1 (and provided that the previous issue did not breach Listing Rule 7.1), those securities will be deemed to have been made with Shareholder approval under Listing Rule 7.1, thereby "refreshing" the Company's capacity under Listing Rule 7.1. A note to Listing Rule 7.4 also provides it can also be used to ratify a previous issue of securities made with approval pursuant to Listing Rule 7.1A.

By ratifying the issue of the November Placement Shares, the Company will retain the flexibility to issue equity securities in the future within the limits of Listing Rules 7.1 and 7.1A up to its 25% capacity without needing to seek further Shareholder approval.

Accordingly, the Company seeks Shareholder ratification of the issue of the November Placement Shares pursuant to Listing Rule 7.4 in order to retain as the flexibility to issue additional equity securities in the future without having to obtain prior Shareholder approval.

The issue of the November Placement Shares was in accordance with Listing Rule 7.1A and therefore did not breach Listing Rule 7.1 at the time the issue occurred.

2.3 Technical information required by Listing Rule 14.1A

If Resolution 1 is approved, the prior issue of 131,328,485 November Placement Shares will be excluded in calculating the Company's 25% limit in Listing Rules 7.1 and 7.1A, effectively increasing the number of equity securities the Company can issue without Shareholder approval over the 12 month period following the date of the issue of the November Placement Shares.

If this Resolution 1 is not approved, the prior issue of 131,328,485 November Placement Shares will be included in calculating the Company's 25% limit in Listing Rules 7.1 and 7.1A, effectively decreasing the number of equity securities that the Company can issue without Shareholder approval over the 12 month period following the date of the issue of the November Placement Shares.

If Resolution 2 is approved, the prior issue of 90,138,182 November Placement Shares will be excluded in calculating the Company's 25% limit in Listing Rules 7.1 and 7.1A, effectively increasing the number of equity securities the Company can issue without Shareholder approval over the 12 month period following the date of the issue of the November Placement Shares.

If this Resolution 2 is not approved, the prior issue of 90,138,182 November Placement Shares will be included in calculating the Company's 25% limit in Listing Rules 7.1 and 7.1A, effectively decreasing the number of equity securities that the Company can issue without Shareholder approval over the 12 month period following the date of the issue of the November Placement Shares.

2.4 Information required by Listing Rule 7.5

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

Listing Rule	Details
7.5.1	Professional and sophisticated investors who were identified through a bookbuild process, which involved Morgans seeking expressions of interest to participate in the capital raising from non-related parties of the Company. For the purposes of paragraph 7.4 of ASX Guidance Note 21, the Company notes that neither a related party of the Company, nor any member of the Company's key management personnel, substantial holder in the Company, or adviser to the Company, or any associate of any of these, has taken up more than 1% of the Company's issued capital at the time of the November Placement.
7.5.2	A total of 221,466,667 November Placement Securities were issued as follows: (a) 131,328,485 November Placement Shares pursuant to the Company's placement capacity under Listing Rule 7.1 (the subject of Resolution 1); and (b) 90,138,182 November Placement Shares pursuant to the Company's placement capacity under Listing Rule 7.1A (the subject of Resolution 2).
7.5.3	The November Placement Shares were fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares.
7.5.4	The November Placement Securities were issued on 11 November 2025.
7.5.5	The November Placement Shares were issued at \$0.015 (1.5 cents) per November Placement Share.
7.5.6	Funds raised from the Placement are intended to be used for the following purposes: (a) CAPEX and inventory for xBot® units; (b) Additional sales and deployment support; (c) Software development for Skylink and SiteTube; and (d) Working capital and offer costs.
7.5.7	The November Placement Shares were not issued under an agreement.
7.5.8	A voting exclusion statement for Resolutions 1 and 2 is included above in this Notice of Meeting.

2.5 Directors' Recommendation

The Directors unanimously recommend that Shareholders vote in favour of Resolutions 1 and 2.

The Chair of the meeting intends to vote undirected proxies in favour of Resolutions 1 and 2.

3. RESOLUTION 3 – APPROVAL TO ISSUE TRANCHE 2 PLACEMENT SHARES

3.1 General

This Resolution seeks Shareholder approval for the purposes of Listing Rule 7.1 for the issue of up to 35,866,670 Tranche 2 Placement Shares to professional and sophisticated investors at an issue price of \$0.015 per Share to raise up to \$538,000.

A summary of Listing Rule 7.1 is set out in Section 2.2 above.

The proposed issue falls within exception 17 of Listing Rule 7.2 which excludes from the restrictions in Listing Rules 7.1 and 7.1A an agreement to issue equity securities that is conditional on the holders of its ordinary securities approving the issue under Listing Rule 7.1 before the issue is made. The proposed issue therefore requires the approval of Shareholders under Listing Rule 7.1.

3.2 Technical information required by Listing Rule 14.1A

If this Resolution is passed, the Company will be able to proceed with the issue. In addition, the issue 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 this Resolution is not passed, the Company will not be able to proceed with the issue and the Company will be required to look at alternative pathways to raise capital. Consequently, the total amount raised under the Placement will decrease by \$538,000, meaning the Company will not be able to proceed with its stated intentions in section 1.3 above.

3.3 Technical information required by Listing Rule 7.3

REQUIRED INFORMATION	DETAILS
Names of persons to whom Securities will be issued or the basis on which those persons were or will be identified/selected	Professional and sophisticated investors who were identified through a bookbuild process, which involved Morgans seeking expressions of interest to participate in the capital raising from non-related parties of the Company. For the purposes of paragraph 7.4 of ASX Guidance Note 21, the Company notes that neither a related party of the Company, nor any member of the Company's key management personnel, substantial holder in the Company, or adviser to the Company, or any associate of any of these, has taken up more than 1% of the Company's issued capital at the time of the November Placement.
Number of Securities and class to be issued	Up to 35,866,670 Tranche 2 Placement Shares will be issued.
Terms of Securities	The Tranche 2 Placement Shares will be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares.
Date(s) on or by which the Securities will be issued	The Company expects to issue the Shares within two weeks of the Meeting. In any event, the Company will not issue any Shares later than three months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules).
Price or other consideration the	\$0.015 per Share.

REQUIRED INFORMATION	DETAILS
Company will receive for the Securities	
Purpose of the issue, including the intended use of any funds raised by the issue	Refer to Section 1.3 for details of the proposed use of funds.
Summary of material terms of agreement to issue	The Tranche 2 Placement Shares will not be issued under an agreement.
Voting exclusion statement	A voting exclusion statement applies to this Resolution.

3.4 Directors' Recommendation

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

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

4. RESOLUTIONS 4, 5 AND 6 – APPROVAL TO ISSUE PLACEMENT SHARES TO DIRECTORS

4.1 General

Resolutions 4, 5 and 6 seeks Shareholder approval for purposes of Listing Rule 10.11 for the issue of an aggregate of 9,333,330 Placement Shares to Mr David Morton, Mr Christopher Clark and Mr Paul Williamson (or their nominee(s)), to enable their participation in the Company's capital raising activities on the same terms as unrelated participants.

4.2 Chapter 2E of the Corporations Act

Chapter 2E of the Corporations Act requires that for a public company, or an entity that the public company controls, to give a financial benefit to a related party of the public company, the public company or entity must:

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

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

The issue constitutes giving financial benefits, and each of Mr Morton, Mr Clark and Mr Williamson are related parties of the Company by virtue of being Directors.

It is considered that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in respect of the issue because the Placement Shares will be issued to Mr Morton, Mr Clark and Mr Williamson (or their nominee(s)) on the same terms as Placement Shares issued to non-related party participants in the capital raising and as such the giving of the financial benefit is on arm's length terms.

4.3 Listing Rule 10.11

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

- 10.11.1 a related party;

- 10.11.2 a person who is, or was at any time in the 6 months before the issue or agreement, a substantial (30%+) holder in the company;
- 10.11.3 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;
- 10.11.4 an associate of a person referred to in Listing Rules 10.11.1 to 10.11.3; or
- 10.11.5 a person whose relationship with the company or a person referred to in Listing Rules 10.11.1 to 10.11.4 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.

The issue falls within Listing Rule 10.11.1 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.

4.4 Technical information required by Listing Rule 14.1A

If Resolutions 4, 5 and 6 are passed, the Company will be able to proceed with the issue within one month after the date of the Meeting (or such later date as permitted by any ASX waiver or modification of the Listing Rules) and will raise additional funds which will be used in the manner set out in Section 1.5. As approval pursuant to Listing Rule 7.1 is not required for the issue (because approval is being obtained under Listing Rule 10.11), the issue will not use up any of the Company's 15% annual placement capacity.

If Resolutions 4, 5 and 6 are not passed, the Company will not be able to proceed with the issue of Placement Shares to Directors and no further funds will be raised. Consequently, the total amount raised under the Placement will decrease by \$140,000 and the Directors will not participate in the Placement.

4.5 Technical Information required by Listing Rule 10.13

REQUIRED INFORMATION	DETAILS
Name of the person to whom Securities will be issued	David Morton, Christopher Clark and Paul Williamson (or their nominee(s)).
Categorisation under Listing Rule 10.11	Mr Morton, Mr Clark and Mr Williamson fall within the category set out in Listing Rule 10.11.1 as they are related parties of the Company by virtue of being Directors. Any nominee(s) of Mr Morton, Mr Clark and Mr Williamson who receive Securities may constitute 'associates' for the purposes of Listing Rule 10.11.4.
Number of Securities and class to be issued	Up to 9,333,330 Placement Shares will be issued.
Terms of Securities	The Placement Shares will be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares.
Date(s) on or by which the Securities will be issued	The Company expects to issue the Shares within 5 Business Days of the Meeting. In any event, the Company will not issue any Securities later than one month after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules).
Price or other consideration the	\$0.015 per Share.

REQUIRED INFORMATION	DETAILS
Company will receive for the Securities	
Purpose of the issue, including the intended use of any funds raised by the issue	Refer to Section 1.3 for details of the proposed use of funds.
Summary of material terms of agreement to issue	The Placement Shares issued to Mr Morton. Mr Clark and Mr Williamson will not be issued under an agreement.
Voting exclusion statement	A voting exclusion statement applies to this Resolution.

4.6 Directors recommendations

The Directors have interests in the outcome of Resolutions 4, 5 and 6 on the basis that the Directors (or their nominees) are to be issued securities should Resolutions 4, 5 and 6 be passed. For this reason, the Directors do not believe that it is appropriate to make a recommendation on Resolutions 4, 5 and 6.

6. GLOSSARY

\$ means Australian dollars.

Associate has the meaning given in the Listing Rules.

ASX means ASX Limited (ACN 008 624 691) or the financial market operated by ASX Limited, as the context requires.

Board means the current board of Directors of the Company.

Chair means the chair of the Meeting.

Company means RocketDNA Ltd (ACN 618 678 701).

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

Directors means the current directors of the Company.

Explanatory Statement means the explanatory statement accompanying the Notice.

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

Key Management Personnel has the same meaning as in the accounting standards issued by the Australian Accounting Standards Board and means those persons having authority and responsibility for planning, directing and controlling the activities of the Company, or if the Company is part of a consolidated entity, of the consolidated entity, directly or indirectly, including any director (whether executive or otherwise) of the Company, or if the Company is part of a consolidated entity, of an entity within the consolidated group.

Listing Rules means the Listing Rules of ASX.

Notice or **Notice of Meeting** means this notice of meeting including the Explanatory Statement and the Proxy Form.

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

November Placement Shares has the meaning given to that term in Section 1.1.

Placement has the meaning given to that term in Section 1.1.

Placement Shares has the meaning given to that term in Section 1.1.

Proxy Form means the proxy form accompanying the Notice.

Resolutions means the resolutions set out in the Notice, or any one of them, as the context requires.

Section means a section of the Explanatory Statement.

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

Shareholder means a registered holder of a Share.

Share Registry means Automic Registry Services.

Tranche 2 Placement Shares has the meaning given to that term in Section 1.1.

Virtual Meeting Facility means the online meeting platform powered by Automic Group.

WST means Western Standard Time as observed in Perth, Western Australia

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Your proxy voting instruction must be received by **11:00am (AWST) on Tuesday, 16 December 2025**, being **not later than 48 hours** before the commencement of the Meeting. Any Proxy Voting instructions received after that time will not be valid for the scheduled Meeting.

SUBMIT YOUR PROXY

Complete the form overleaf in accordance with the instructions set out below.

YOUR NAME AND ADDRESS

The name and address shown above is as it appears on the Company's share register. If this information is incorrect, and you have an Issuer Sponsored holding, you can update your address through the investor portal: <https://investor.automic.com.au/#/home> Shareholders sponsored by a broker should advise their broker of any changes.

STEP 1 - APPOINT A PROXY

If you wish to appoint someone other than the Chair of the Meeting as your proxy, please write the name of that Individual or body corporate. A proxy need not be a Shareholder of the Company. Otherwise if you leave this box blank, the Chair of the Meeting will be appointed as your proxy by default.

DEFAULT TO THE CHAIR OF THE MEETING

Any directed proxies that are not voted on a poll at the Meeting will default to the Chair of the Meeting, who is required to vote these proxies as directed. Any undirected proxies that default to the Chair of the Meeting will be voted according to the instructions set out in this Proxy Voting Form, including where the Resolutions are connected directly or indirectly with the remuneration of Key Management Personnel.

STEP 2 - VOTES ON ITEMS OF BUSINESS

You may direct your proxy how to vote by marking one of the boxes opposite each item of business. All your shares will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any item by inserting the percentage or number of shares you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on the items of business, your proxy may vote as he or she chooses. If you mark more than one box on an item your vote on that item will be invalid.

APPOINTMENT OF SECOND PROXY

You may appoint up to two proxies. If you appoint two proxies, you should complete two separate Proxy Voting Forms and specify the percentage or number each proxy may exercise. If you do not specify a percentage or number, each proxy may exercise half the votes. You must return both Proxy Voting Forms together. If you require an additional Proxy Voting Form, contact Automic Registry Services.

SIGNING INSTRUCTIONS

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

Joint holding: Where the holding is in more than one name, all Shareholders should sign.

Power of attorney: If you have not already lodged the power of attorney with the registry, please attach a certified photocopy of the power of attorney to this Proxy Voting Form when you return it.

Companies: To be signed in accordance with your Constitution. Please sign in the appropriate box which indicates the office held by you.

Email Address: Please provide your email address in the space provided.

By providing your email address, you elect to receive all communications despatched by the Company electronically (where legally permissible) such as a Notice of Meeting, Proxy Voting Form and Annual Report via email.

CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Meeting the appropriate 'Appointment of Corporate Representative' should be produced prior to admission. A form may be obtained from the Company's share registry online at <https://automicgroup.com.au>.

Lodging your Proxy Voting Form:

Online

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

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



BY MAIL:

Automic
GPO Box 5193
Sydney NSW 2001

IN PERSON:

Automic
Level 5, 126 Phillip Street
Sydney NSW 2000

BY EMAIL:

meetings@automicgroup.com.au

BY FACSIMILE:

+61 2 8583 3040

All enquiries to Automic:

WEBSITE:

<https://automicgroup.com.au>

PHONE:

1300 288 664 (Within Australia)
+61 2 9698 5414 (Overseas)

18 November 2025

Upcoming General Meeting of Shareholders

Dear Shareholder,


RocketDNA Ltd (ACN 618 678 701) (ASX: RKT) or “the **Company**”, advises that it will be holding a General Meeting of Shareholders on Thursday, 18 December 2025 at 11.00am (WST), by Virtual Meeting Facility using technology through an online meeting platform powered by Automic (**Meeting**).

Notice of General Meeting

The Notice of General Meeting and Explanatory Statement (**Notice**) for the Meeting is available online and can be viewed and downloaded by shareholders of the Company (**Shareholders**) from the ASX market announcements platform at www.asx.com.au (ASX: RKT) or from the Company’s website at rocketdna.com/au/asx-announcements.

In accordance with sections 110C-110K of the Corporations Act 2001 (Cth) (as inserted by the Treasury Laws Amendment (2021 Measures No.1) Act 2021 (Cth), Shareholders will not be sent a hard copy of the Notice or Proxy Form unless Shareholders have already notified the Company that they wish to receive documents such as the Notice and Proxy Form in hard copy.

Voting by Proxy

<p>Online</p> <p>scan the QR code below using your smartphone</p> 	<p>Lodge the Proxy Form online at https://investor.automic.com.au/#/loginsah by following the instructions:</p> <ol style="list-style-type: none"> 1. Login to the Automic website using the holding details as shown on your holding statement. 2. Click on ‘View Meetings’ – ‘Vote’. <p>To use the online lodgment facility, Shareholders will need their holder number (Securityholder Reference Number (SRN) or Holder Identification Number (HIN)) as shown at the top of your holding statement.</p>
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For further information on the online proxy lodgment process, or if you require a hard copy Proxy Form, please contact the Company’s Share Registry, Automic Registry Services (**Automic**), at hello@automicgroup.com.au or via phone on 1300 288 664 (within Australia) or +61 2 9698 5414 (overseas).

Shareholder queries in relation to the Meeting

Shareholders can contact either Christopher Clark, Managing Director & CEO at contact@rocketdna.com or Mark Flynn, Investor Relations at investors@rocketdna.com with any questions prior to the meeting.

Copies of all Meeting related material including the Notice, are available to download from the Company’s website and the Company’s ASX market announcements platform. In the event it is necessary or appropriate for the Company to make alternative arrangements for the Meeting, information will be provided to Shareholders via the ASX and the Company’s website.

Authorised for ASX release by the Board of RocketDNA Ltd.