ROOLIFE GROUP LIMITED

ACN 613 410 398 (COMPANY)

NOTICE OF ANNUAL GENERAL MEETING & EXPLANATORY MEMORANDUM

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

TIME: 2.00pm (AWST)

DATE: 21 October 2026

PLACE: HLB Mann Judd, Level 4, 130 Stirling Street, Perth, WA, 6000

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 Annual General Meeting, please complete the proxy form enclosed and return it in accordance with the instructions set out on that form.

INTRODUCTION

Notice is given that the Annual General Meeting of shareholders of the Company will be held at HLB Mann Judd, Level 4, 130 Stirling Street, Perth, WA, 6000 on 21 October 2026 commencing at 2.00pm (AWST). The Explanatory Memorandum to this Notice of Meeting provides additional information on matters to be considered at the Annual 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.

AGENDA

FINANCIAL REPORT (NO RESOLUTION REQUIRED)

To receive the Financial Report of the Company for the year ended 30 June 2026 together with the declaration of the Directors, the Directors Report, the Remuneration Report and the Auditor's Report.

Note: This item of business is for discussion only and is not a resolution.

1 RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

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

"That, for the purposes of section 250R(2) of the Corporations Act and for all other purposes, approval is given for the adoption of the Remuneration Report appearing in the Company's audited financial report for the year ended 30 June 2026."

Note: Under section 250R(3) of the Corporations Act, the vote on this Resolution is advisory only and does not bind the Directors.

Voting Prohibition

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 1 Excluded Party, the above prohibition does not apply if:

(c) the proxy is the Chair; and

(d) 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.

2 RESOLUTION 2 – ELECTION OF DIRECTOR – MR CHRIS MEWS

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

"That, for the purpose of clause 11.11 of the Constitution and for all other purposes, Mr Chris Mews, who was appointed as an additional Director by the Board on 1 July 2026 under clause 11.10 of the Constitution, and who retires and is eligible for re-election as a Director, is so re-elected."

3 RESOLUTION 3 – RE-ELECTION OF DIRECTOR – MR REECE O'CONNELL

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

"That Mr Reece O'Connell, a Director who retires by rotation in accordance with clause 11.3 of the Constitution and, being eligible and offering himself for re-election as a Director, is so re-elected."

4 RESOLUTION 4 – 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 10,000,000 Shares issued 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; or

(b) an associate of Spark Plus.

However, this does not apply to a vote cast in favour of this 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.

5 RESOLUTION 5 – 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 271,774,334 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:

(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.

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 152,225,666 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.

7 RESOLUTION 7 – APPROVAL TO ISSUE SHARES TO KABUNGA HOLDINGS PTY LTD

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 80,000,000 Shares to Kabunga Holdings Pty 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) Kabunga Holdings Pty Ltd; or

(b) an associate of Kabunga Holdings 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.

8 RESOLUTION 8 – APPROVAL TO ISSUE PERFORMANCE RIGHTS TO KABUNGA HOLDINGS PTY LTD

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 400,000,000 Performance Rights to Kabunga Holdings Pty 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) Kabunga Holdings Pty Ltd; or

(b) an associate of Kabunga Holdings 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:

(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.

9 RESOLUTION 9 – APPROVAL TO ISSUE PERFORMANCE RIGHTS 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 110,000,000 Performance Rights 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 and/or Mr Mews (each a Director); or

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

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 9 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 9 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 9 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.

10 RESOLUTION 10 – APPROVAL TO ISSUE PERFORMANCE RIGHTS 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 45,000,000 Performance Rights 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 and/or Mr Mews (each a Director); or

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

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 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:

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

 (iv) 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.

11 RESOLUTION 11 – APPROVAL TO ISSUE PERFORMANCE RIGHTS 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 110,000,000 Performance Rights 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 and/or Mr Mews (each a Director); or

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

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.

12 RESOLUTION 12 – APPROVAL TO ISSUE PERFORMANCE RIGHTS TO MR CHRIS MEWS

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 Performance Rights to Mr Chris Mews (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 Mews, Mr Pestell, Mr O'Connell and/or Mr Carr (each a Director); or

(b) an associate of Mr Mews, Mr Pestell, Mr O'Connell 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 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.

13 RESOLUTION 13 – APPROVAL OF ADDITIONAL 10% PLACEMENT FACILITY

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

"That pursuant to and in accordance with Listing Rule 7.1A and for all other purposes, Shareholders approve the issue of Equity Securities up to 10% of the issued capital of the Company (at the time of the issue), calculated in accordance with the formula prescribed in Listing Rule 7.1A.2 and otherwise on the terms and conditions 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 this Resolution by:

(c) 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

(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:

- 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
- the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

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 4.00pm AWST on Monday 19 October 2026.

By Order of the Board

Justyn Stedwell
Joint Company Secretary
18 September 2026

EXPLANATORY MEMORANDUM

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 Annual General Meeting of the Company to be held at HLB Mann Judd, Level 4, 130 Stirling Street, Perth, WA, 6000 on 21 October 2026 commencing at 02.00pm (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.

FINANCIAL REPORT (NO RESOLUTION REQUIRED)

The Corporations Act requires the Financial Report, Directors' Report and the Auditor's Report to be received and considered at the Annual General Meeting. A printed hard copy of the annual Financial Report which includes the Financial Report, Directors' Report and Auditor's Report for the year ended 30 June 2026 has been sent to all Shareholders who requested it. The Annual Report is also available on the Company's website at https://www.rlgcommerce.com/.

There is no requirement for Shareholders to approve those reports. However, the Chair will allow a reasonable opportunity at the Meeting for Shareholders to ask questions or make comments about those reports and the management of the Company.

Shareholders will also be given an opportunity to ask the Company's auditor or its representatives questions about the conduct of the audit and the preparation and content of the Auditor's Report.

1 RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

1.1 General

The Corporations Act requires that at a listed company's annual general meeting, a resolution that the remuneration report be adopted must be put to the shareholders. However, such a resolution is advisory only and does not bind the company or the directors of the company.

The remuneration report sets out the company's remuneration arrangements for the directors and senior management of the company. The remuneration report is part of the directors' report contained in the annual financial report of the company for a financial year.

The chair of the meeting must allow a reasonable opportunity for shareholders to ask questions about or make comments on the remuneration report at the annual general meeting.

1.2 Voting consequences

A company is required to put to its shareholders a resolution proposing the calling of another meeting of shareholders to consider the appointment of directors of the company (**Spill Resolution**) if, at consecutive annual general meetings, at least 25% of the votes cast on a remuneration report resolution are voted against adoption of the remuneration report and at the first of those annual general meetings a Spill Resolution was not put to vote. If required, the Spill Resolution must be put to vote at the second of those annual general meetings.

If more than 50% of votes cast are in favour of the Spill Resolution, the company must convene a shareholder meeting (**Spill Meeting**) within 90 days of the second annual general meeting.

All of the directors of the company who were in office when the directors' report (as included in the company's annual financial report for the most recent financial year) was approved, other than the managing director of the company, will cease to hold office immediately before the end of the Spill Meeting but may stand for re-election at the Spill Meeting. Following the Spill Meeting those persons whose election or re-election as directors of the company is approved will be the directors of the company.

1.3 Previous voting results

At the Company's previous annual general meeting the votes cast against the remuneration report considered at that annual general meeting were less than 25%. Accordingly, the Spill Resolution is not relevant for this Annual General Meeting.

2 RESOLUTIONS 2 AND 3 – RE-ELECTION OF DIRECTORS

2.1 General

Clause 11.10 of the Constitution allows the Directors to appoint a person to be a Director at any time, either to fill a casual vacancy or as an addition to the existing Directors, but only where the total number of Directors does not at any time exceed the maximum number specified by the Constitution.

Pursuant to clause 11.11 of the Constitution, any Director so appointed holds office only until the next following annual general meeting of the Company and is then eligible for election by Shareholders (but is not to be taken into account in determining the Directors who are to retire by rotation (if any) at that meeting).

Clause 11.3 of the Constitution requires that at each annual general meeting of the Company, one third of the Directors (to the nearest whole number), must retire from office. Clause 11.4 of the Constitution provides that a retiring Director is eligible for re-election.

Mr Mews, having been appointed as a Director by the Board on 1 July 2026, will retire in accordance with clause 11.11 of the Constitution and, being eligible, seeks re-election by Shareholders.

Mr Reece O'Connell retires in accordance with clause 11.3 of the Constitution and, being eligible, offers himself for re-election pursuant to clause 11.4 of the Constitution.

2.2 Qualifications and Independence

Mr Chris Mews

Mr Mews is an experienced ASX director and financial services execution with more than 20 years' experience across listed companies, managed investment schemes and unlisted businesses. He has held senior finance, corporate secretarial, governance and compliance roles, including as Chief Financial officer and Company Secretary of PolyNovo Limited (ASX:PVN). Mr Mews has also served as a Non-Executive Director of several ASX listed companies.

Mr Mews brings strong experience in financial operations, corporate governance, compliance frameworks and board oversight. He holds a Bachelor of Business in Accounting, is a Certified Practicing Accountant, Chartered Company Secretary and member of the Governance Institute of Australia.

If elected, the Board considers Mr Mews will be an independent Non-Executive Director.

Mr Reece O'Connell

Mr O'Connell brings valuable capital markets expertise and investor relations acumen to the RLG Board. As an experienced fund manager with a strong focus on early-stage companies, he has a proven ability to identify and support emerging businesses with high growth potential. Mr O'Connell is currently the Fund Manager of Summit Biotech Fund (formerly Merchant Biotech Fund), where he delivers client value through strategic investment in innovative technology companies.

If elected, the Board considers Mr O'Connell will be an independent Non-Executive Director.

2.3 Directors' Recommendation

The Board (other than Mr Mews in respect of Resolution 2 and Mr O'Connell in respect of Resolution 3 unanimously recommends Shareholders vote in favour of Resolutions 2 and 3.

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3 RESOLUTION 4 – RATIFICATION OF PRIOR ISSUE OF SHARES UNDER LISTING RULE 7.1

3.1 Background

On 18 February 2026, the Company entered into a corporate mandate with Spark Plus Pte Ltd (**Spark Plus**) pursuant to which Spark Plus agreed to provide ongoing corporate advisory services to the Company on a non-exclusive basis. On 19 February 2026, the Company issued 10,000,000 Shares (**Advisor Shares**) to Spark Plus as consideration for services provided under the Mandate for a 6 month period.

The Advisor Shares were issued under Listing Rule 7.1. The Company confirms that the issue of the Advisor Shares did not breach Listing Rule 7.1.

3.2 Listing Rules 7.1 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 Advisor Shares the subject of Resolution 4 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 Advisor Shares.

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, Resolution 4 seeks Shareholder approval for the issue of the Advisor Shares under and for the purposes of Listing Rule 7.4.

3.3 Technical Information required by Listing Rule 14.1A

If Resolution 4 is passed, the 10,000,000 Advisor Shares the subject of Resolution 4 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 Placement Shares.

If Resolution 4 is not passed, the issue of the 10,000,000 Advisor Shares the subject of Resolution 4 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 Placement Shares.

3.4 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 4:

(a) The Advisor Shares were issued to Spark Plus who is a corporate advisor 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) The Advisor Shares issued were fully paid ordinary shares that rank equally with all other existing Shares from their date of issue.

(c) A total of 10,000,000 Advisor Shares were issued on 19 February 2026 pursuant to Listing Rule 7.1.

(d) The Advisor Shares were issued for nil consideration as they were issues as consideration for services provided by Spark Plus.

(e) No funds were raised from the issue of the Advisor Shares.

(f) A summary of the material terms of the agreement between the Company and Spark Plus is set out in Schedule 1.

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

3.5 Directors' recommendation

The Board recommends Shareholders vote in favour of Resolution 4.

4 RESOLUTIONS 5 & 6 – RATIFICATION OF PRIOR ISSUE OF SHARES UNDER LISTING RULES 7.1 AND 7.1A

4.1 Background

On 29 July 2026, the Company announced a capital raising through the issue of 424,000,000 Shares (**Placement Shares**) to professional and sophisticated investors at an issue price of $0.0025 per Placement Share to raise a total of $1,060,000 (before costs) (**Placement**). Funds raised from the Placement will be used to fund and support the expansion of the Company's renewable energy projects and market presence, transaction costs associated with the Acquisition and general working capital.

The Placement Shares were issued on 6 August 2026 under the Company's Listing Rule 7.1 and 7.1A capacity as follows:

(a) 271,774,334 Placement Shares were issued under Listing Rule 7.1 and are the subject of Resolution 5; and

(b) 152,225,666 Placement Shares were issued under Listing Rule 7.1A and are the subject of Resolution 6.

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

4.2 Listing Rules 7.1, 7.1A and 7.4

A summary of Listing Rule 7.1 is set out at Section 3.2 above.

The issue of the Placement Shares the subject of Resolution 5 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 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 30 October 2025.

The issue of the 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:

(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 5 and 6 seek Shareholder approval for the issue of the Placement Shares under and for the purposes of Listing Rule 7.4.

4.3 Technical Information required by Listing Rule 14.1A

If Resolution 5 is passed, the 271,774,334 Placement Shares the subject of Resolution 5 will be <u>excluded</u> 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 Placement Shares.

If Resolution 5 is not passed, the issue of the 271,774,334 Placement Shares the subject of Resolution 5 will be <u>included</u> 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 Placement Shares.

If Resolution 6 is passed, the 152,225,666 Placement Shares the subject of Resolution 2 will be <u>excluded</u> 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 152,225,666 Placement Shares will be <u>included</u> 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.

4.4 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 5 and 6:

(a) The Placement Shares were 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 Shares were issued to sophisticated and professional investors who are clients of SP Corporate Advisory Pty Ltd.

(b) The 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 271,774,334 Placement Shares were issued on 6 August 2026 pursuant to Listing Rule 7.1.

(d) A total of 152,225,666 Placement Shares were issued on 6 August 2026 pursuant to Listing Rule 7.1A.

(e) The Placement Shares were issued for cash consideration of $0.0025 per Placement Share, raising in aggregate a total of $1,060,000 (before costs).

(f) Funds raised from the issue of the Placement Shares will be used to fund and support the expansion of the Company's renewable energy projects and market presence, transaction costs associated with the Acquisition and general working capital.

(g) The Placement Shares were not issued under an agreement.

(h) A voting exclusion statement is included in the Notice for Resolutions 5 and 6.

4.5 Directors' recommendation

The Board recommends Shareholders vote in favour of Resolutions 5 and 6.

5 RESOLUTIONS 7 AND 8 – APPROVAL TO ISSUE SHARES TO KABUNGA HOLDINGS PTY LTD

5.1 Background

On 29 July 2026, the Company announced the entry by the Company and Aurora into a binding term sheet with Kabunga Holdings Pty Ltd (**Kabunga**) pursuant to which Aurora Advanced Technologies Pty Ltd (**Aurora**) will acquire a renewable energy business (**Business**) focused on battery energy storage, microgrid and hybrid power solutions from Kabunga (**Acquisition**). The material terms of the Term Sheet are set out in Schedule 2.

Resolutions 7 and 8 seek Shareholder approval pursuant to ASX Listing Rule 7.1 to issue the following:

(a) 80,000,000 Shares (**Consideration Shares**) (the subject of Resolution 7); and

(b) 400,000,000 Performance Rights (**Consideration Performance Rights**) (the subject of Resolution 8), comprising of:

   (i) 80,000,000 Performance Rights each convertible into the Share subject to and conditional upon the Business securing $2.5 million in contracted revenue and delivering $312,500 gross profit (**Tranche 1 Performance Rights**) by no later than 30 June 2028;

   (ii) 160,000,000 Performance Rights each convertible into the Share subject to and conditional upon the Business securing $5 million in contracted revenue and delivering $625,000 gross profit (**Tranche 2 Performance Rights**) by no later than 30 June 2028 ; and

   (iii) 160,000,000 Performance Rights each convertible into the Share subject to and conditional upon the Business securing a further $5 million in contracted revenue and delivering $625,000 gross profit (over and above the revenue achieved subject to the Tranche 2 Performance Rights) (**Tranche 3 Performance Rights**) by no later than 30 June 2028.

(together, the **Consideration Securities**).

The Consideration Securities are to be issued to Kabunga (or its nominee).

For further information regarding the Acquisition, refer to the Company's announcement dated 29 July 2026.

5.2 Listing Rules 7.1, 7.1A and 7.4

A summary of Listing Rule 7.1 is set out at Sections 3.2 and 4.2 above.

The issue of the Consideration Securities does not fit within any of the exceptions set out in Listing Rule 7.1 and the Company does not have sufficient capacity under Listing Rules 7.1 and Listing 7.1A to issue the Consideration Securities without first obtaining shareholder approval.

5.3 Technical Information required by Listing Rule 14.1A

If Resolution 7 is passed, the Consideration Shares the subject of Resolution 7 will be issued to Kabunga.

If Resolution 7 is not passed, the Company will be unable to issue the Consideration Shares the subject of Resolution 7 and the Company will be required to pay Kabunga cash consideration equivalent to the value of the Consideration Shares (being a total of $200,000) which would reduce the Company's cash reserves.

If Resolution 8 is passed, the Consideration Performance Rights the subject of Resolution 8 will be issued to Kabunga.

If Resolution 8 is not passed, the Company will be unable to issue the Consideration Performance Rights the subject of Resolution 8 and the Company will be required, subject to the satisfaction of the relevant Performance Milestones, to pay Kabunga cash consideration equivalent to the value of the relevant Performance Rights.

5.4 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 Resolutions 7 and 8:

(a) The Consideration Securities will be issued to Kabunga who is not 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.

(b) 80,000,000 Consideration Shares to be issued will be fully paid ordinary shares that will rank equally with all other existing Shares.

(c) 400,000,000 Consideration Performance Rights will be issued to Kabunga.

(d) The material terms of the Consideration Performance Rights are set out at Schedule 3.

(e) A total of 80,000,000 Consideration Shares (the subject of Resolution 7) and 400,000,000 Performance Rights (the subject of Resolution 8) will be issued to Kabunga.

(f) The Consideration Securities will be issued within 3 months of the date of approval.

(g) The deemed issue price of the Consideration Shares will be $0.0025 each.

(h) No funds will be raised from the issue of the Consideration Securities as they will be issued as consideration under the Acquisition.

(i) A summary of the terms of the Term Sheet is set out in the Company's ASX announcement dated 29 July 2026 and is set out in Schedule 2.

(j) A voting exclusion statement is included in the Notice for Resolutions 7 and 8.

5.5 Directors' recommendation

The Board recommends Shareholders vote in favour of Resolutions 7 and 8.

6 RESOLUTIONS 9 TO 12 – APPROVAL TO ISSUE PERFORMANCE RIGHTS TO BRYAN CARR, GRANT PESTELL, REECE O'CONNELL, AND CHRIS MEWS

6.1 Background

The Company has agreed, subject to obtaining Shareholder approval, to issue Performance Rights (**Director Performance Rights**) to members of the Board or their nominees (each a **Performance Rights Recipient**) as follows:

Performance Rights Recipient	Completion	Hurdle 1	Hurdle 2	Hurdle 3
Bryan Carr or his nominee (Resolution 9)	11,000,000	22,000,000	38,500,000	38,500,000
Grant Pestell or his nominee (Resolution 10)	4,500,000	9,000,000	15,750,000	15,750,000
Reece O'Connell or his nominee (Resolution 11)	11,000,000	22,000,000	38,500,000	38,500,000
Chris Mews or his nominee (Resolution 12)	2,250,000	4,500,000	7,875,000	7,875,000

The Director Performance Rights to be issued to each Performance Right Recipient under the Completion Tranche will vest on completion of the acquisition of the renewable energy business as announced to market on 29 July 2026. Completion of the acquisition occurred on 24 August 2026. Accordingly, the Director Performance Rights to be issued under the Completion Tranche will, upon issue to the Performance Right Participant, immediately vest and convert into Shares.

The Director Performance Rights to be issued to each Performance Right Recipient under Hurdle 1 will vest upon the Group achieving $2.5 million in revenue and delivering a gross profit of at least $312,500 on or before 30 June 2028 in connection with the Group's renewable energy and resources business and associated business activities.

The Director Performance Rights to be issued to each Performance Right Recipient under Hurdle 2 will vest upon the Group achieving $5 million in revenue and delivering a gross profit of at least $625,000 on or before 30 June 2028 in connection with the Group's renewable energy and resources business and associated business activities.

The Director Performance Rights to be issued to each Performance Right Recipient under Hurdle 3 will vest upon the Group achieving $5 million in revenue and delivering a gross profit of at least $625,000 (in addition to the performance milestone under Hurdle 2) on or before 30 June 2028 in connection with the Group's renewable energy and resources business and associated business activities.

The Director Performance Rights, if approved, will be issued under the Plan.

6.2 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.

The proposed issue of Director Performance Rights to the Performance Rights 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 9 to 12 (inclusive) seek the required Shareholder approval to issue the Director Performance Rights to the Performance Rights 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.

6.3 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 Director Performance Rights (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 and Mews are each Related Parties of the Company by virtue of being Directors.

As the Director Performance Rights 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 Director Performance Rights. Accordingly, Shareholder approval for the issue of the Director Performance Rights to the Performance Rights Recipients is sought in accordance with Chapter 2E of the Corporations Act.

6.4 Technical information required by Listing Rule 14.1A

If Resolution 9 is passed, the Company will be able to proceed with the issue of the 110,000,000 Director Performance Rights to Mr Carr (or his nominee).

If Resolution 9 is not passed, the Company will not be able to proceed with the issue of 110,000,000 Director Performance Rights 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 10 is passed, the Company will be able to proceed with the issue of the 45,000,000 Director Performance Rights to Mr Pestell (or his nominee).

If Resolution 10 is not passed, the Company will not be able to proceed with the issue of 45,000,000 Director Performance Rights 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 11 is passed, the Company will be able to proceed with the issue of the 110,000,000 Director Performance Rights to Mr O'Connell (or his nominee).

If Resolution 11 is not passed, the Company will not be able to proceed with the issue of 110,000,000 Director Performance Rights 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 12 is passed, the Company will be able to proceed with the issue of the 22,500,000 Director Performance Rights to Mr Mews (or his nominee).

If Resolution 12 is not passed, the Company will not be able to proceed with the issue of 22,500,000 Director Performance Rights to Mr Mews (or his nominee) and will be required to consider other means of remunerating and incentivising Mr Mews. Alternative incentive mechanisms may take the form of cash payments which would reduce the Company's cash reserves.

6.5 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 9 to 12 (inclusive):

(a) The Director Performance Rights will be issued to the following persons:

(i) Bryan Carr (or his nominee) under Resolution 9;

(ii) Grant Pestell (or his nominee) under Resolution 10;

(iii) Reece O'Connell (or his nominee) under Resolution 11;

(iv) Chris Mews (or his nominee) under Resolution 12.

(b) Messrs Carr, Pestell, O'Connell and Mews are Directors and therefore fall into the category set out in Listing Rule 10.11.1.

(c) The maximum number of Director Performance Rights to be issued to the Performance Rights Recipients (being the nature of the financial benefit proposed to be given) is 287,500,000 as follows:

(i) 110,000,000 Director Performance Rights to Bryan Carr (or his nominee) under Resolution 9;

(ii) 45,000,000 Director Performance Rights to Grant Pestell (or his nominee) under Resolution 10;

(iii) 110,000,000 Director Performance Rights to Reece O'Connell (or his nominee) under Resolution 11;

(iv) 22,500,000 Director Performance Rights to Chris Mews (or his nominee) under Resolution 12; and

(d) Details of the current total remuneration package for each Performance Rights Recipient is as follows:

Performance Right Participant	Current Financial Year (excluding the value of Director Performance Rights the subject of Resolutions 9 to 12)
Bryan Carr[1]	See notes below
Grant Pestell	$71,175
Reece O'Connell[2]	$104,000
Chris Mews[3]	$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 9) 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. Reece O'Connell receives a total remuneration package of $104,000 comprising of $45,000 in annual fees for director related services and an additional $59,000 in connection with additional services provided by Mr O'Connell over and above his usual duties as a director of the Company.

3. Appointed on 1 July 2026.

(e) A summary of the material terms and conditions of the Director Performance Rights is set out in Schedule 3.

(f) The Director Performance Rights are unquoted securities. The Company has chosen to issue the Director Performance Rights to the Performance Rights Recipients for the following reasons:

(i) The Director Performance Rights are unquoted; therefore, the issue of the Director Performance Rights has no immediate dilutionary impact on Shareholders;

(ii) to align the interests of the Performance Rights Recipients, each a Director, with that of Shareholders through the use of appropriate performance milestones;

(iii) the issue of Director Performance Rights 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 Director Performance Rights on the terms proposed.

(g) The number of Director Performance Rights to be issued to each of the Performance Rights 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 Performance Rights Recipients; and

(iii) incentives to attract and ensure continuity of service/retain the service of the Performance Rights Recipients who have appropriate knowledge and expertise, while maintaining the Company's cash reserves.

(h) The value of the Director Performance Rights and the pricing methodology is set out in Schedule [4].

(i) The Director Performance Rights are anticipated to be issued to the Performance Rights 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 Director Performance Rights will be issued for nil consideration as they are being issued as part of the remuneration packages for Messrs Carr, Pestell, O'Connell and Mews respectively.

(k) The relevant interests of the Performance Rights Recipients in securities of the Company as at the date of this Notice are set out below:

Performance Rights Recipient	Shares	Listed Options[1]	Unlisted Options [2]
Bryan Carr	39,250,000	6,875,000	27,500,000
Grant Pestell	19,909,959	2,500,000	22,500,000
Reece O'Connell	25,000,000	750,000	15,000,000
Chris Mews	17,000,000	Nil	Nil

Notes:

1. Listed options are exercisable at $0.01 and expire on 30 September 2026 (being prior to the date of the Meeting).
2. Unlisted options are held in two equal tranches with Tranche A exercisable at $0.006 each with an expiry date of 2 May 2027 and Tranche B exercisable at $0.01 with an expiry date of 2 May 2027.

The Director Performance Rights were not issued under an agreement.

(l) A voting exclusion statement is included in the Notice for the purpose of Resolutions 9 to 12 (inclusive).

(m) Each Director has a material personal interest in the outcome of Resolutions 9 to 12 (inclusive) on the basis that all of the Directors (or their nominees) are to be issued Director Performance Rights should Resolutions 9 to 12 (inclusive) be passed. For this reason, the Directors do not believe that it is appropriate to make a recommendation on Resolutions 9 to 12 (inclusive).

(n) 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 9 to 12 (inclusive).

7 RESOLUTION 13 – APPROVAL OF ADDITIONAL 10% PLACEMENT FACILITY

7.1 General

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 securities 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% (**10% Placement Facility**).

An 'eligible entity' means an entity which is not included in the S&P/ASX 300 Index and which has a market capitalisation of $300 million or less.

Resolution 13 seeks Shareholder approval by way of special resolution for the Company to have the additional 10% capacity provided for in Listing Rule 7.1A to issue Equity Securities without Shareholder approval.

If Resolution 13 is passed, the Company will be able to issue Equity Securities up to the combined 25% limit in Listing Rules 7.1 and 7.1A without any further Shareholder approval.

If Resolution 13 is not passed, the Company will not be able to access the additional 10% capacity to issue Equity Securities without Shareholder approval provided for in Listing Rule 7.1A and will remain subject to the 15% limit on issuing Equity Securities without Shareholder approval set out in Listing Rule 7.1.

7.2 Requirements of ASX Listing Rule 7.1A

7.2.1 Eligible entities

As set out above, an eligible entity for the purposes of Listing Rule 7.1A is an entity that is not included in the S&P/ASX 300 Index and has a market capitalisation of $300 million or less. The Company is an eligible entity at the time of this Notice of Meeting and expects to be so at the date of the Meeting.

7.2.2 Shareholder approval

Shareholders must approve the 10% Placement Facility by special resolution at the Annual General Meeting, which requires the approval of 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). A resolution under Listing Rule 7.1A cannot be put at any other Shareholder meeting.

7.2.3 Equity Securities

Equity Securities issued under the 10% Placement Facility must be in the same class as an existing class of Equity Securities of the Company that are quoted on the ASX.

As at the date of this Notice, the Company has on issue the following classes of Equity Securities quoted on the ASX:

- 2,312,495.564 Shares;
- 539,442,449 Listed Options exercisable at $0.01 and expire on 26 September 2026 (being prior to the date of the Meeting);
- 52,500,000 Unlisted Options exercisable at $0.006 and expire on 21 May 2027; and
- 47,500,000 Unlisted Options exercisable at $0.01 and expire on 21 May 2027.

7.2.4 Formula for calculating 10% Placement Facility

If Resolution 13 is passed the Company may, during the period of the approval, issue or agree to issue a number of Equity Securities calculated in accordance with the following formula:

$$(A \times D) - E$$

Where:

A = The number of fully paid ordinary securities on issue at the commencement of the relevant period:

- plus the number of fully paid ordinary securities issued in the relevant period under an exception in Listing Rule 7.2 other than exception 9, 16 or 17;
- plus the number of fully paid ordinary securities issued in the relevant period on the conversion of convertible securities within Listing Rule 7.2 exception 9 where:
  - o the convertible securities were issued or agreed to be issued before the commencement of the relevant period; or
  - o the issue of, or agreement to issue, the convertible securities was approved, or taken under the Listing Rules to have been approved, under Listing Rule 7.1 or Listing Rule 7.4;

- plus the number of fully paid ordinary securities issued in the relevant period under an agreement to issue securities within Listing Rule 7.2 exception 16 where:
  - o the agreement was entered into before the commencement of the relevant period; or
  - o the agreement or issue was approved, or taken under the Listing Rules to have been approved, under Listing Rule 7.1 or Listing Rule 7.4;
- plus the number of any other fully paid ordinary securities issued in the relevant period with approval under Listing Rule 7.1 or Listing Rule 7.4;
- plus the number of fully paid ordinary securities that became fully paid in the relevant period;
- less the number of fully paid ordinary securities cancelled in the relevant period.

Note that "A" has the same meaning in Listing Rule 7.1 when calculating an entity's 15% placement capacity;

D = 10%;

E = The number of Equity Securities issued or agreed to be issued under Listing Rule 7.1A.2 in the relevant period where the issue or agreement has not been subsequently approved by the holders of its ordinary securities under Listing Rule 7.4; and

"relevant period" means:

- if the entity has been admitted to the official list for 12 months or more, the 12 month period immediately preceding the date of the issue or agreement; or
- if the entity has been admitted to the official list for less than 12 months, the period from the date the entity was admitted to the official list to the date immediately preceding the date of the issue or agreement.

Note that "relevant period" has the same meaning in Listing Rule 7.1 when calculating an entity's 15% placement capacity.

7.2.5 Interaction between ASX Listing Rules 7.1 and 7.1A

The 10% Placement Facility under Listing Rule 7.1A is in addition to the Company's 15% placement capacity under Listing Rule 7.1.

The Company has 2,312,495,564 Shares on issue as at the date of this Notice. If all of the Resolutions in this Notice are passed (including this Resolution 13), the Company will be permitted to issue (as at the date of this Notice):

- 363,186,835 Equity Securities under Listing Rule 7.1; and
- 242,124,556 Equity Securities under Listing Rule 7.1A.

The actual number of Equity Securities that the Company will be permitted to issue under Listing Rule 7.1A will be calculated at the date of issue or agreement to issue the Equity Securities in accordance with the formula prescribed in Listing Rule 7.1A.2 (as set out above).

The effect of Resolution 13 will be to allow the Company to issue Equity Securities under Listing Rule 7.1A without using the Company's placement capacity under Listing Rule 7.1.

7.3 Information for Shareholders as required by ASX Listing Rule 7.3A

7.3.1 ASX Listing Rule 7.3A.1 – Period of approval for which 10% Placement Facility is valid

An approval from Shareholders under Listing Rule 7.1A will be valid and commence on the date of the Annual General Meeting at which Shareholder approval is obtained (being 21 October 2026) and expires on the first to occur of the following.

(a) The date that is 12 months after the date of the Annual General Meeting.

(b) The time and date of the Company's next annual general meeting.

(c) The time and date of the approval by holders of the Company's ordinary securities of a transaction under Listing Rule 11.1.2 (a significant change in the nature or scale of activities) or Listing Rule 11.2 (disposal of the main undertaking).

7.3.2 ASX Listing Rule 7.3A.2 – Minimum price

Any Equity Securities issued under ASX Listing Rule 7.1A.2 must be in an existing quoted class of the Company's Equity Securities and issued for a cash consideration per security which is not less than 75% of the VWAP for Equity Securities in the relevant quoted class, calculated over the 15 Trading Days on which trades in that class were recorded immediately before:

(a) the date on which the price of the Equity Securities are to be issued is agreed by the Company and the recipient of the Equity Securities; or

(b) if the Equity Securities are not issued within 10 Trading Days of the date in paragraph (a) above, the date on which the Equity Securities are issued.

7.3.3 ASX Listing Rule 7.3A.3 – Purposes for which the new Equity Securities may be issued

The Company may use funds raised by an issue of Equity Securities under Listing Rule 7.1A.2 for the following purposes:

- the acquisition of new assets or investments (including the expenses associated with such acquisitions);
- continued development on the Company's business; and/or
- general working capital.

7.3.4 ASX Listing Rule 7.3A.4 – Risk of economic and voting dilution

If Resolution 13 is passed and the Company issues Equity Securities under the 10% Placement Facility, existing Shareholders' voting power in the Company will be diluted as shown in the table below.

There is the risk that:

- the market price for the Company's existing Equity Securities may be significantly lower on the date of issue of the new Equity Securities than on the date of the Meeting; and
- the new Equity Securities may be issued at a price that is at a discount to the market price of the Company's existing Equity Securities on the issue date,

which may have an effect on the amount of funds raised by the issue of the new Equity Securities.

The table below shows the dilution of existing Shareholders on the basis of the current market price of Shares and the current number of ordinary securities for variable "A" calculated in accordance with the formula in Listing Rule 7.1A.2 as at the date of this Notice.

For the purpose of Listing Rule 7.3A.2, the table also shows:

- two examples, where variable "A" has increased by 50% and 100%. Variable "A" is based on the number of ordinary securities the Company has on issue. The number of ordinary securities may increase as a result of issues of ordinary securities that do not require Shareholder approval (for example a pro rata entitlement issue) or future placements under Listing Rule 7.1 that are approved at a future Shareholders' meeting; and
- two examples, where the issue price of ordinary securities has decreased by 50% and increased by 50% as against the current market price.

		Dilution		
		$0.002 - 50% decrease in Issue Price	$0.004 - Issue Price	$0.006 - 50% increase in Issue Price
2,421,245,564 Shares (Current Variable A in Listing Rule 7.1A.2)	10% Voting Dilution	242,124,556 Shares	242,124,556 Shares	242,124,556 Shares
	Funds Raised	$484,249	$968,498	$1,452,747
3,631,868,346 Shares (50% increase in Variable A in Listing Rule 7.1A.2)	10% Voting Dilution	363,186,835 Shares	363,186,835 Shares	363,186,835 Shares
	Funds Raised	$726,374	$1,452,747	$2,179,121
4,842,491,128 Shares (100% increase in Variable A in Listing Rule 7.1A.2)	10% Voting Dilution	484,249,113 Shares	484,249,113 Shares	484,249,113 Shares
	Funds Raised	$968,498	$1,963,996	$2,905,495

This table has been prepared using the following assumptions:

- The Company issues the maximum number of Equity Securities available under the 10% Placement Facility.

- No Options (including any Options having previously been issued under the 10% Placement Facility) are exercised into Shares before the date of the issue of the Equity Securities.
- The 10% voting dilution reflects the aggregate percentage dilution against the issued share capital at the time of issue. This is why the voting dilution is shown in each example as 10%.
- The table does not show an example of dilution that may be caused to a particular Shareholder by reason of placements under the 10% Placement Facility, based on that Shareholder's holding at the date of the Meeting.
- The table shows only the effect of issues of Equity Securities under Listing Rule 7.1A, not under the 15% placement capacity under Listing Rule 7.1.
- The issue of Equity Securities under the 10% Placement Facility consists only of Shares. If the issue of Equity Securities includes Options, it is assumed that those Options are exercised into Shares for the purpose of calculating the voting dilution effect on existing Shareholders.
- The issue price is $0.004 being the latest closing price of the Shares on ASX on 11 September 2026.

7.3.5 ASX Listing Rule 7.3A.5 – Allocation policy

The Company's allocation policy for the issue of new Equity Securities under the 10% Placement Facility will be dependent on the existing market conditions at the time of the proposed issue. The allottees will be determined at the relevant time having regard to factors such as:

- the methods of raising funds that are available to the Company, including but not limited to, rights issues or other issues in which existing security holders can participate;
- the effect of the issue of new securities on the control of the Company;
- the financial situation and solvency of the Company; and
- advice from corporate, financial and broking advisers (as relevant).

As at the date of this Notice the allottees are not known but may include existing substantial Shareholders and/or new Shareholders. No allottee under the 10% Placement Facility will be a Related Party or associate of a Related Party. Existing Shareholders may or may not be entitled to subscribe for any Equity Securities issued under the 10% Placement Facility, and it is possible that their Shareholding will be diluted.

7.3.6 ASX Listing Rule 7.3A.6 – Details of Equity Securities issued during past 12 months

The Company previously obtained Shareholder approval under Listing Rule 7.1A on 30 October 2025. Therefore, the following information is provided in accordance with Listing Rule 7.3A.6 regarding the Equity Securities issued in the previous 12 months preceding the date of this Meeting.

Assuming no further issue of securities between the date of this Notice of Meeting and the date of the Meeting, the Company will have issued a total of 152,225,666 Equity Securities under Listing Rule 7.1A.2 during the 12 months preceding the date of this Meeting, representing approximately 8.10% of the total diluted number of Equity Securities on issue in the Company 12 months prior to the date of this Meeting, being 21 October 2025. Information relating to issues of Equity Securities by the Company in the 12 months prior to the date of this Meeting is set out in Schedule 5.

7.4 Voting Exclusion Statement

A voting exclusion statement is included in the Notice for the purposes of Resolution 13. At the date of this Notice, the Company has not approached any particular existing Shareholder or security holder or an identifiable class of existing security holder to participate in a proposed issue of Equity Securities under the proposed 10% Placement Facility. No existing Shareholders' votes will therefore be excluded under the voting exclusion in the Notice.

7.5 Directors' Recommendation

The Board unanimously recommends Shareholders vote in favour of Resolution 13.

$ means Australian dollars.

10% Placement Facility has the meaning given in Section 7.1.

Acquisition has the meaning given in Section 5.1.

Advisor Shares has the meaning given in Section 3.1.

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

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.

Aurora means Aurora Advanced Technologies Pty Ltd, a wholly owned subsidiary of the Company.

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

Business has the meaning given in Section 5.1.

Chair means the chair of the Annual 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.

Consideration Performance Rights has the meaning given in Section 5.1.

Consideration Securities has the meaning given in Section 5.1.

Consideration Shares has the meaning given in Section 5.1.

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

Director means a current director of the Company.

Director Performance Rights has the meaning given in Section 6.1.

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

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

Mandate has the meaning given in Section 3.1.

Performance Rights Recipient has the meaning given in Section 6.1.

Placement has the meaning given in Section 4.1.

Placement Shares has the meaning given in Section 4.1.

Plan means the Company's Performance Rights Plan

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.

Listing Rules means the Listing Rules of ASX.

Listing Rule 7.1A Mandate has the meaning given in Section 4.2.

Listing Rule 7.1A Mandate Expiry Date has the meaning given in Section 4.2.

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

Performance Milestones means the performance milestones applicable to the Consideration Performance Rights as set out in Section 5.1 and the Director Performance Rights as set out in Section 6.1.

Kabunga has the meaning given in Section 5.1.

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 9 Excluded Party has the meaning given in Resolution 9.

Resolution 10 Excluded Party has the meaning given in Resolution 10.

Resolution 11 Excluded Party has the meaning given in Resolution 11.

Resolution 12 Excluded Party has the meaning given in Resolution 12.

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.

Spark Plus has the meaning given in Section 3.1.

Term Sheet means the binding term sheet between the Company, Aurora and Kabunga dated on or about 29 July 2026 in respect of the Acquisition.

Tranche 1 Performance Rights has the meaning given in Section 5.1.

Tranche 2 Performance Rights has the meaning given in Section 5.1.

Tranche 3 Performance Rights has the meaning given in Section 5.1.

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

SCHEDULE 1 – MATERIAL TERMS OF THE MANDATE

A summary of the material terms of the Mandate are set out below:

1. **Parties**

   - the Company; and
   - Spark Plus.

2. **Services**

   On 18 February 2026, Spark Plus and the Company entered into the Mandate pursuant to which Spark Plus was engaged by the Company to provide ongoing corporate advisory services for a term of twelve months, with the last six months subject to extension by mutual agreement between the parties.

3. **Fees**

   In consideration of the provision of the services pursuant to the Mandate, the Company agreed to issue to Spark Plus 10,000,000 Shares at an issue price of $0.005 for the first 6 months of services.

SCHEDULE 2 – MATERIAL TERMS OF THE TERM SHEET

A summary of the material terms of the Term Sheet are set out below:

1. **Parties**
   - the Company;
   - Aurora; and
   - Kabunga.

2. **Consideration**
   - A total of 80,000,000 Shares (being the Consideration Shares) at a deemed issue of $0.0025 per Share. Once issued the Consideration Shares will be subject to a 12 month voluntary escrow.
   - A total of 400,000,000 Performance Rights comprising of:
     - 80,000,000 Performance Rights each convertible into the Share subject to and conditional upon the Business securing $2.5 million in contracted revenue and delivering $312,500 gross profit (**Tranche 1 Performance Rights**) by no later than 30 June 2028;
     - 160,000,000 Performance Rights each convertible into the Share subject to and conditional upon the Business securing $5 million in contracted revenue and delivering $625,000 gross profit (**Tranche 2 Performance Rights**) by no later than 30 June 2028; and
     - 160,000,000 Performance Rights each convertible into the Share subject to and conditional upon the Business securing a further $5 million in contracted revenue and delivering $625,000 gross profit (over and above the revenue achieved subject to the Tranche 2 Performance Rights) (**Tranche 3 Performance Rights**) by no later than 30 June 2028.

   For the purposes of the above, gross profit and revenue will:

   - be determined based on the audit/audit reviewed financial statements for the relevant period released by the Group to the ASX;
   - exclude one-off or extraordinary revenue or profit items;
   - exclude revenue received in the form of government grants, allowances, rebates or other hand-outs; and
   - exclude revenue or profit that has been “manufactured” to achieve the milestone.

3. **Conditions precedent**

   Completion of the Acquisition was subject to conditions precedent including completion of due diligence, assignment or novation of all business contracts and the Company obtaining any necessary shareholder and regulatory approvals.

4. **Other**

   Completion of the transaction occurred on 24 August 2026.

The terms of the Consideration Performance Rights and Director Performance Rights (**Performance Rights**) are set out below:

(a) **Entitlement**

Each Performance Right entitles the holder to be issued with one Share upon satisfaction of the relevant Performance Milestones

(b) **Exercise Price**

No exercise price is payable in respect of the Performance Rights.

(c) **Expiry Date**

The Performance Rights expire on 30 September 2028.

Any Performance Right which has not vested before the Expiry Date will automatically lapse on the Expiry Date.

(d) **Performance Milestones**

The Director Performance Rights will be subject to the following Performance Milestones:

Performance Rights Recipient	Completion	Hurdle 1	Hurdle 2	Hurdle 3
Bryan Carr or his nominee (Resolution 9)	11,000,000	22,000,000	38,500,000	38,500,000
Grant Pestell or his nominee (Resolution 10)	4,500,000	9,000,000	15,750,000	15,750,000
Reece O'Connell or his nominee (Resolution 11)	11,000,000	22,000,000	38,500,000	38,500,000
Chris Mews or his nominee (Resolution 12)	2,250,000	4,500,000	7,875,000	7,875,000

- The Director Performance Rights to be issued to each Performance Right Recipient under the Completion Tranche will vest on completion of the acquisition of the renewable energy business as announced to market on 29 July 2026. Completion of the acquisition occurred on 24 August 2026. Accordingly, the Director Performance Rights to be issued under the Completion Tranche will, upon issue to the Performance Right Participant, immediately vest and convert into Shares.
- The Director Performance Rights to be issued to each Performance Right Recipient under Hurdle 1 will vest upon the Group achieving $2.5 million in revenue and delivering a gross profit of at least $312,500 on or before 30 June 2028 in connection with the Group's renewable energy and resources business activities.
- The Director Performance Rights to be issued to each Performance Right Recipient under Hurdle 2 will vest upon the Group achieving $5 million in revenue and delivering a gross profit of at least $625,000 on or before 30 June 2028 in connection with the Group's renewable energy and resources business and associated business activities.
- The Director Performance Rights to be issued to each Performance Right Recipient under Hurdle 3 will vest upon the Group achieving $5 million in revenue and delivering a gross profit of at least $625,000 (in addition to the performance milestone under Hurdle 2) on or before 30 June 2028 in connection with the Group's renewable energy and resources business and associated business activities.

For the purposes of the above

The Consideration Performance Rights will be subject to the following Performance Milestones:

Tranche	Performance Milestone
Tranche 1 Performance Rights	The Group securing $2.5 million in contracted revenue and delivering $312,500 gross profit by no later than 30 June 2028 in connection with the Group's renewable

	energy and resources business and associated business activities
Tranche 2 Performance Rights	The Group securing $5 million in contracted revenue and delivering $625,000 gross profit by no later than 30 June 2028 in connection with the Group's renewable energy and resources business and associated business activities
Tranche 3 Performance Rights	The Group securing $5 million in contracted revenue and delivering $625,000 gross profit (over and above the revenue achieved subject to Tranche 2) by no later than 30 June 2028 in connection with the Group's renewable energy and resources business and associated business activities

For the purposes of the above, gross profit and revenue will:

- be determined based on the audit/audit reviewed financial statements for the relevant period released by the Group to the ASX;
- exclude one-off or extraordinary revenue or profit items;
- exclude revenue received in the form of government grants, allowances, rebates or other hand-outs; and
- exclude revenue or profit that has been "manufactured" to achieve the milestone.

(e) **Quotation**

The Performance Rights will not be quoted.

(f) **Shares Issued On Exercise**

Shares issued on vesting of the Performance Rights rank equally with Shares.

(g) **Reconstruction Of Capital**

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

(h) **Participation In New Issues**

There are no participation rights or entitlement inherent in the Performance Rights and holders will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Performance Rights unless and until the Performance Rights have vested and been converted into Shares.

(i) **Transferability**

The Performance Rights are not transferable.

(j) **Taxation**

Subdivision 83A-C of the *Income Tax Assessment Act 1997* (Cth) applied to the Director Performance Rights.

SCHEDULE 4 – VALUATION METHODOLOGY OF PERFORMANCE RIGHTS

The Performance Rights to be issued to the Performance Rights Recipients pursuant to Resolutions 9 to 12 have been valued by direct reference to the fair value of the equity instruments granted.

For the purposes of this Notice, the Performance Rights have been valued by reference to the closing market price of the Company's ordinary shares on the valuation date. This value is indicative only and is provided for shareholder information.

For accounting purposes under AASB 2, the fair value of the Performance Rights will be determined at the grant date, which, where shareholder approval is required, is the date such approval is obtained.

Assumptions	
Valuation Date	11/09/2026
Closing Market Price on Valuation Date	$0.004

Value of Performance Rights proposed to be issued to each Performance Rights Recipient:

Performance Rights Recipient	**Performance Rights**	**Assumed Value per Performance Right**	**Total value of all Performance Rights awarded**
Bryan Carr or his nominee (Resolution 9)	110,000,000	$0.004	$440,000
Grant Pestell or his nominee (Resolution 10)	45,000,000	$0.004	$180,000
Reece O'Connell or his nominee (Resolution 11)	110,000,000	$0.004	$440,000
Chris Mews or his nominee (Resolution 12)	22,500,000	$0.004	$90,000
Total	**287,500,000**		**$1,150,000**

SCHEDULE 5 – EQUITY SECURITIES ISSUED OR AGREED TO BE ISSUED BY THE COMPANY UNDER LISTING RULE 7.1A.2 DURING THE 12 MONTHS PRECEDING THE ANNUAL GENERAL MEETING

Date of Issue or agreement to issue	Number of Equity Securities Issued or agreed to be issued under Listing Rule 7.1A.2	Class of Equity Securities Issued or agreed to be issued	Names of Persons to Whom Equity Securities were agreed to be issued	Issue Price	Closing Market Price at date of agreement to issue	Discount to Closing Market Price on date of agreement to issue	Cash Consideration and how consideration was spent or is to be spent
27 Jul 2026	152,225,666	Ordinary Fully Paid Shares	Various Professional and sophisticated investors	\$0.0025	\$0.002	Not applicable - Premium to closing market price.	\$380,564.17. The Company intends to apply the capital to fund and support the expansion of RLG's renewable energy projects and market presence, transaction costs associated with the acquisition and general working capital.

ROOLIFE GROUP LTD
ABN 14 613 410 398

Need assistance?

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

Online:
www.investorcentre.com/contact

RLG

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

YOUR VOTE IS IMPORTANT

For your proxy appointment to be effective it must be received by **2.00pm (AWST) on Monday, 19 October 2026.**

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 and select "Printable Forms".

Lodge your Proxy Form:

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Online:

Lodge your vote online at 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

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 IND

Proxy Form

Please mark ☒ to indicate your directions

Step 1 Appoint a Proxy to Vote on Your Behalf

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

☐ **the Chair of the Meeting** **OR** ________________

PLEASE NOTE: Leave this box blank if you have selected the Chair 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 Chair 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 Annual General Meeting of RooLife Group Ltd to be held at HLB Mann Judd, Level 4, 130 Stirling Street, Perth, WA 6000 on Wednesday, 21 October 2026 at 2.00pm (AWST) and at any adjournment or postponement of that meeting.
Chair authorised to exercise undirected proxies on remuneration related resolutions: Where I/we have appointed the Chair of the Meeting as my/our proxy (or the Chair becomes my/our proxy by default), I/we expressly authorise the Chair to exercise my/our proxy on Resolutions 1, 9, 10, 11 and 12 (except where I/we have indicated a different voting intention in step 2) even though Resolutions 1, 9, 10, 11 and 12 are connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chair.
Important Note: If the Chair of the Meeting is (or becomes) your proxy you can direct the Chair to vote for or against or abstain from voting on Resolutions 1, 9, 10, 11 and 12 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
1	Adoption of Remuneration Report	☐	☐	☐
2	Election of Director – Mr Chris Mews	☐	☐	☐
3	Re-election of Director – Mr Reece O'Connell	☐	☐	☐
4	Ratification of prior issue of Shares under Listing Rule 7.1	☐	☐	☐
5	Ratification of prior issue of Shares under Listing Rule 7.1	☐	☐	☐
6	Ratification of prior issue of Shares under Listing Rule 7.1A	☐	☐	☐
7	Approval to issue Shares to Kabunga Holdings Pty Ltd	☐	☐	☐
8	Approval to issue Performance Rights to Kabunga Holdings Pty Ltd	☐	☐	☐
9	Approval to issue Performance Rights to Mr Bryan Carr	☐	☐	☐
10	Approval to issue Performance Rights to Mr Grant Pestell	☐	☐	☐
11	Approval to issue Performance Rights to Mr Reece O'Connell	☐	☐	☐
12	Approval to issue Performance Rights to Mr Chris Mews	☐	☐	☐
13	Approval of additional 10% Placement Facility	☐	☐	☐

The Chair of the Meeting intends to vote undirected proxies in favour of each item of business. In exceptional circumstances, the Chair 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

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computershare

18 September 2026

Dear Shareholder

RooLife Group Limited (ASX:RLG) (RooLife or the Company) will hold its 2026 Annual General Meeting of its shareholders (the Meeting) on Wednesday, 21 October 2026 at HLB Mann Judd Level 4, 130 Stirling Street, Perth WA commencing at 2.00pm (AWST).

In accordance with section 110D of the Corporations Act 2001, the Company is not sending hard copies of the Notice of Meeting to Shareholders who have previously opted in to receiving electronic copies. The Notice of Meeting can be viewed and downloaded via the following link on the Company's website at https://www.rlgcommerce.com/investor-centre.

The Board is aware that it may not be possible for Shareholders to attend the Meeting in person, and therefore strongly encourages Shareholders to vote by directed proxy. Proxy forms for the meeting should be lodged before 2.00pm (AWST) on Monday, 19 October 2026. A copy of your personalised Proxy form is enclosed for convenience which contains specific instructions of where and how Proxy Forms can be lodged.

If it becomes necessary to make changes to the current arrangements for the Meeting, shareholders will be updated via the ASX Market Announcements Platform and also via the Company's website at https://www.rlgcommerce.com/investor-centre.

The Notice of Meeting should be read in its entirety. If a shareholder is in doubt as to how to vote, that shareholder should seek advice from an accountant, solicitor, or other professional adviser prior to voting.

For and on behalf of the Board of RooLife Group Ltd

Justyn Stedwell
Joint Company Secretary

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