
ROOLIFE GROUP LTD

ACN 613 410 398

NOTICE OF GENERAL MEETING

A General Meeting of the Company will be held at the offices of HLB Mann Judd, Level 4, 130 Stirling Street, Perth, Western Australia on 6 March 2020 at 10.00am (AWST).

This Notice of Meeting and accompanying Explanatory Memorandum and Proxy Form should be read in their entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their accountant, solicitor or other professional adviser prior to voting.

Should you wish to discuss any matter please do not hesitate to contact the Company by telephone on (08) 6444 1702.

ROOLIFE GROUP LTD
ACN 613 410 398

NOTICE OF GENERAL MEETING

Notice is hereby given that a General Meeting of Shareholders of RooLife Group Ltd (**Company**) will be held at the offices of HLB Mann Judd, Level 4, 130 Stirling Street, Perth, Western Australia on 6 March 2020 at 10.00am (AWST) (**Meeting**).

The Explanatory Memorandum to this Notice provides additional information on matters to be considered at the Meeting. The Explanatory Memorandum and the Proxy Form form part of this Notice.

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 on 4 March 2020 at 5pm (AWST).

Terms and abbreviations used in this Notice and Explanatory Memorandum are defined in Section 9.

AGENDA

**1. RESOLUTION 1 – RATIFICATION OF ISSUE OF SHARES UNDER LISTING RULE 7.1
- TRANCHE 1 OF CAPITAL RAISING**

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 issue of 27,935,950 Shares 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 any person who participated in the issue or any of their associates.

However, the Company need not disregard a vote if:

- (a) it is cast by a person as proxy or attorney for a person who is entitled to vote on this Resolution, in accordance with the directions given to the proxy or attorney on the Proxy Form; or
- (b) it is cast by the person chairing the Meeting as proxy or attorney for a person who is entitled to vote on this Resolution, in accordance with a direction on the Proxy Form to vote as the proxy or attorney decides; or
- (c) it is cast by 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 this 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.

2. RESOLUTION 2 – RATIFICATION OF ISSUE OF SECURITIES UNDER LISTING RULE 7.1A – TRANCHE 1 OF CAPITAL RAISING

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 issue of 27,249,700 Shares 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 any person who participated in the issue or any of their associates.

However, the Company need not disregard a vote if:

- (a) it is cast by a person as proxy for a person who is entitled to vote on this Resolution, in accordance with the directions given to the attorney or attorney on the Proxy Form; or
- (b) it is cast by the person chairing the Meeting as proxy or attorney for a person who is entitled to vote on this Resolution, in accordance with a direction on the Proxy Form to vote as the proxy or attorney decides; or
- (c) it is cast by 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 this 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.

3. RESOLUTION 3 – ISSUE OF OPTIONS – TRANCHE 2 OF CAPITAL RAISING

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, approval is given for the Company to issue up to 27,592,825 Options 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 any person who may participate in the proposed issue or a person who will obtain a material benefit as a result of the proposed issue, except a benefit solely by reason of being a holder of ordinary securities, or any associates of that person.

However, the Company need not disregard a vote if:

- (a) it is cast by a person as proxy or attorney for a person who is entitled to vote on this Resolution, in accordance with the directions given to the proxy or attorney on the Proxy Form; or

- (b) it is cast by the person chairing the Meeting as proxy or attorney for a person who is entitled to vote on this Resolution, in accordance with a direction on the Proxy Form to vote as the proxy or attorney decides; or
- (c) it is cast by 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 this 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.

4. RESOLUTION 4 – APPROVAL TO ISSUE OPTIONS TO TRIPLE C CONSULTING 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, approval is given for the Company to issue 2,862,996 Options to Triple C Consulting Pty Ltd (or its nominee) on the terms and conditions set out in the Explanatory Memorandum.”

Voting Exclusion

The Company will disregard any votes cast in favour of this Resolution by or on behalf of Triple C Consulting Pty Ltd or an associate of Triple C Consulting Pty Ltd, or 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 in the capacity of a holder of ordinary securities, if this Resolution is passed and any associates of those persons.

However, the Company need not disregard a vote if:

- (a) it is cast by a person as proxy or attorney for a person who is entitled to vote on this Resolution, in accordance with the directions given to the proxy or attorney on the Proxy Form; or
- (b) it is cast by the person chairing the Meeting as proxy for a person or attorney who is entitled to vote on this Resolution, in accordance with a direction on the Proxy Form to vote as the proxy or attorney decides; or
- (c) it is cast by 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 this 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 – APPROVAL TO ISSUE OPTIONS TO RED LEAF SECURITIES 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, approval is given for the Company to issue 1,000,000 Options to Red Leaf Securities Pty Ltd (or its nominee) on the terms and conditions set out in the Explanatory Memorandum.”

Voting Exclusion

The Company will disregard any votes cast in favour of this Resolution by or on behalf of Red Leaf Securities Pty Ltd or an associate of Red Leaf Securities Pty Ltd, or 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 in the capacity of a holder of ordinary securities, if this Resolution is passed and any associates of those persons.

However, the Company need not disregard a vote if:

- (a) it is cast by a person as proxy or attorney for a person who is entitled to vote on this Resolution, in accordance with the directions given to the proxy or attorney on the Proxy Form; or
- (b) it is cast by the person chairing the Meeting as proxy or attorney for a person who is entitled to vote on this Resolution, in accordance with a direction on the Proxy Form to vote as the proxy or attorney decides; or
- (c) it is cast by 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 this 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 – APPROVAL TO ISSUE OPTIONS TO CHIEF EXECUTIVE OFFICER, MR BRYAN CARR

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

“That, for the purpose of Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue 12,000,000 Options to Mr Bryan Carr (or his nominee) on the terms and conditions set out in the Explanatory Memorandum.”

Voting Exclusion Statement

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

- (a) Mr Carr (or his nominee); or
- (b) an associate of Mr Carr (or his nominee).

However, the Company need not disregard a vote if:

- (c) it is cast by the person as proxy or attorney for a person who is entitled to vote on this Resolution, in accordance with the directions given to the proxy or attorney on the Proxy Form; or
- (d) it is cast by the person chairing the Meeting as proxy or attorney for a person who is entitled to vote on this Resolution, in accordance with a direction on the Proxy Form to vote as the proxy or attorney decides; or
- (e) it is cast by 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 this 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 OPTIONS TO EXECUTIVE DIRECTOR OF SALES, MR WARREN BARRY

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

“That, for the purpose of Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue 8,000,000 Options to Mr Warren Barry (or his nominee) on the terms and conditions set out in the Explanatory Memorandum.”

Voting Exclusion Statement

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

- (a) Mr Barry (or his nominee); or
- (b) an associate of Mr Barry (or his nominee).

However, the Company need not disregard a vote if:

- (c) it is cast by the person as proxy or attorney for a person who is entitled to vote on this Resolution, in accordance with the directions given to the proxy or attorney on the Proxy Form; or
- (d) it is cast by the person chairing the Meeting as proxy or attorney for a person who is entitled to vote on this Resolution, in accordance with a direction on the Proxy Form to vote as the proxy or attorney decides; or
- (e) it is cast by 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 this 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.

Dated 31 January 2020

BY ORDER OF THE BOARD

Peter Torre
Company Secretary

EXPLANATORY MEMORANDUM

1. INTRODUCTION

This Explanatory Memorandum has been prepared for the information of Shareholders in connection with the business to be conducted at the Meeting to be held at the offices of HLB Mann Judd, Level 4, 130 Stirling Street, Perth, Western Australia on 6 March 2020 at 10.00am (AWST).

This Explanatory Memorandum should be read in conjunction with and forms part of the accompanying Notice. The purpose of this Explanatory Memorandum is to provide information to Shareholders in deciding whether or not to pass the Resolutions set out in the Notice.

A Proxy Form is located at the end of the Explanatory Memorandum.

2. ACTION TO BE TAKEN BY SHAREHOLDERS

Shareholders should read the Notice and this Explanatory Memorandum carefully before deciding how to vote on each Resolution.

2.1 Proxies

A Proxy Form is attached to the Notice. This is to be used by Shareholders if they wish to appoint a representative (a 'proxy') to vote in their place. All Shareholders are invited and encouraged to attend the Meeting or, if they are unable to attend in person, sign and return the Proxy Form to the Company in accordance with the instructions thereon. Lodgment of a Proxy Form will not preclude a Shareholder from attending and voting at the Meeting in person.

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

- (a) a member of the Company entitled to attend and vote at the Meeting is entitled to appoint a proxy;
- (b) a proxy need not be a member of the Company; and
- (c) a member of the Company entitled to cast two or more votes may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise, but where the proportion or number is not specified, each proxy may exercise half of the votes.

The enclosed Proxy Form provides further details on appointing proxies and lodging Proxy Forms.

3. BACKGROUND TO CAPITAL RAISING

On 11 December 2019, the Company announced a capital raising for the issue to sophisticated and professional investors of a total of up to 55,186,650 Shares (**Placement Shares**) and 27,592,825 free attaching Options (**Placement Options**) to raise a total of approximately \$1.9 million before costs, comprising two tranches as follows:

- (a) 55,186,650 Shares at an issue price of \$0.035 per Share (**Tranche 1 Placement Shares**), to raise a total of \$1.5m (before costs); and
- (b) 21,592,825 free attaching Options to the Tranche 1 Placement Shares exercisable at \$0.05 on or before 31 October 2021 (**Tranche 2 Placement Options**),

(together, the **Placement**).

The funds raised from the Placement will aid the company to continue building on the strong growth achieved through 2019, with the general working capital funding to be applied to expanding the RooLife business including:

- Marketing of the company's online products and services in China;
- Expansion of the company's new WMall online sales channel and additional brand acquisition (as announced 4 December 2019);
- Marketing and promotion of the company's service to prospective clients in Australia.

The Tranche 1 Placement Shares were issued out of the Company's Listing Rule 7.1 and 7.1A capacity on 17 December 2019 (**Placement Shares Issue Date**) as follows:

- 27,935,950 Shares under Listing Rule 7.1; and
- 27,249,700 Shares under Listing Rule 7.1A.

Resolutions 1 and 2 seek ratification of the issue of the Tranche 1 Placement Securities.

Resolution 3 seeks Shareholder approval for the issue of the Tranche 2 Placement Options, as the Company does not have sufficient placement capacity to issue those Options without prior Shareholder approval.

The Company has engaged Triple C Consulting Pty Ltd and Red Leaf Securities Pty Ltd to act as Joint Lead Managers to the Placement. The Company has agreed to issue 3,862,996 Options to the Joint Lead Managers as part of the fees associated with the Placement. Resolution 4 and 5 seek Shareholder approval for the issue of the Options to Triple C Consulting Pty Ltd and Red Leaf Securities Pty Ltd.

4. RESOLUTIONS 1 AND 2 – RATIFICATION OF ISSUE OF SHARES – TRANCHE 1 OF CAPITAL RAISING

4.1 General

Resolutions 1 and 2 seek Shareholder ratification pursuant to Listing Rule 7.4 for the issue of the Tranche 1 Placement Shares.

4.2 Listing Rule 7.1

Listing Rule 7.1 provides that a company must not (subject to specified exceptions), without the approval of shareholders, issue or agree to issue during any 12 month period any Equity Securities, or other securities with rights to conversion to equity (such as an option), if the number of those securities

exceeds 15% of the number of fully paid ordinary securities on issue at the commencement of that 12 month period.

While the Tranche 1 Placement Shares does not exceed the 15% of the Company's fully paid ordinary securities on issue on the Placement Shares Issue Date and can therefore be made without breaching Listing Rule 7.1, the Company believes that the ratification of Tranche 1 Placement Shares is beneficial for the Company as it allows the Company to retain the flexibility to issue the maximum number of equity securities permitted by Listing Rule 7.1.

4.3 Resolution 1 – Listing Rule 7.4

Listing Rule 7.4 permits the ratification of previous issues of Equity Securities made without prior shareholder approval under Listing Rule 7.1, provided the issue did not breach Listing Rule 7.1. The effect of such ratification is to restore a company's maximum discretionary power to issue further securities up to the limit imposed by Listing Rule 7.1.

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

The Company wishes to ratify the issue of the Tranche 1 Placement Shares pursuant to Listing Rule 7.4, in order to allow the Company to have the right to place up to a further 15% of its issued capital under Listing Rule 7.1 (if this Resolution 1 is approved by Shareholders).

If Resolution 1 is not approved by Shareholders, the Placement can still proceed but it will reduce, to that extent, the Company's capacity to issue Equity Securities without shareholder approval under Listing Rule 7.1 for 12 months following the Placement Shares Issue Date.

4.4 Resolution 2 – Listing Rule 7.1A

Listing Rule 7.1A provides that, in addition to issues permitted without prior shareholder approval under Listing Rule 7.1, an entity that is eligible and obtains shareholder approval under Listing Rule 7.1A may issue or agree to issue during the period for which the approval is valid a number of quoted equity securities which represents 10% of the number of fully paid ordinary securities on issue at the commencement of that 12 month period as adjusted in accordance with the formula in Listing Rule 7.1.

Where an eligible entity obtains shareholder approval to increase its placement capacity under Listing Rule 7.1A then any ordinary securities issued under that additional placement capacity:

- (a) will not be counted in variable "A" in the formula in Listing Rule 7.1A; and
- (b) are counted in variable "E",

until their issue has been ratified under Listing Rule 7.1 (and provided that the previous issue did not breach Listing Rule 7.1A) or 12 months has passed since their issue.

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

By ratifying the issue the subject of Resolution 2, the base figure (i.e. variable "A") by which the Company's 15% and 10% annual placement capacities are calculated will be increased by the number of securities the subject of the ratification, which in turn will allow the Company in future to issue a proportionately higher number of securities without prior Shareholder approval.

If Resolution 2 is not approved by Shareholders, the Placement can still proceed but it will reduce, to that extent, the Company's capacity to issue Equity Securities without shareholder approval under Listing Rule 7.1A for 12 months following the Placement Shares Issue Date.

4.5 Technical information required by Listing Rule 7.4

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

- (a) on 17 December 2019 the Company issued 27,935,950 Tranche 1 Placement Shares pursuant to Listing Rule 7.1;
- (b) the Tranche 1 Placement Shares were issued for \$0.035 each, raising a total of \$977,758 (before costs);
- (c) the Tranche 1 Placement Shares are fully paid ordinary shares that rank equally in all respects with the Company's existing Shares;
- (d) the Tranche 1 Placement Shares were issued to sophisticated and professional investors, none of whom are related parties of the Company;
- (e) The funds raised from the Placement will aid the company to continue building on the strong growth achieved through 2019, with the general working capital funding to be applied to expanding the RooLife business including:
 - Marketing of the company's online products and services in China;
 - Expansion of the company's new WMall online sales channel and additional brand acquisition (as announced 4 December 2019);
 - Marketing and promotion of the company's service to prospective clients in Australia.
- (f) a voting exclusion statement for each of Resolutions 1 is included in the Notice.

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

- (a) on 17 December 2019 the Company issued 27,249,700 Tranche 1 Placement Shares pursuant to Listing Rule 7.1A;
- (b) the Tranche 1 Placement Shares were issued for \$0.035 each, raising a total of approximately \$953,740 (before costs);
- (c) the Tranche 1 Placement Shares are fully paid ordinary shares that rank equally in all respects with the Company's existing Shares;
- (d) the Tranche 1 Placement Shares were issued to sophisticated and professional investors, none of whom are related parties of the Company;
- (e) the funds raised from the issue of the Tranche 1 Placement Securities will be used in accordance with the 4.5(e) above; and
- (f) a voting exclusion statement for each of Resolutions 2 is included in the Notice.

5. RESOLUTION 3 – ISSUE OF OPTIONS – TRANCHE 2 OF CAPITAL RAISING

5.1 General

Resolution 3 seeks Shareholder approval for the issue of the Tranche 2 Placement Options.

A summary of Listing Rule 7.1 is set out in Section 4.2 above.

The effect of Resolution 3 will be to allow the Company to issue the Tranche 2 Placement Options during the period of 3 months after the Meeting (or a longer period, if allowed by ASX), without using the Company's 15% placement capacity.

5.2 Technical information required by Listing Rule 7.1

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

- (a) the maximum number of Options to be issued is 27,592,825 Tranche 2 Placement Options;
- (b) the Tranche 2 Placement Options will be issued no later than 3 months after the date of Meeting (or such later date to the extent permitted by any ASX waiver of modification of the Listing Rules), and it is intended that issue of the Tranche 2 Placement Options will occur on one date as soon as practicable after the Meeting;
- (c) the Tranche 2 Placement Options are free attaching Options to the Shares issued pursuant to Resolutions 1 and 2 issued on the basis of one free attaching Option for every two Tranche 1 Placement Shares subscribed for, for which no additional consideration is payable;
- (d) the Tranche 2 Placement Options will be granted on the terms and conditions set out in Schedule 1 and on the same terms and conditions of existing Listed Options;
- (e) the Tranche 2 Placement Options will be issued to sophisticated and professional investors, none of whom are related parties of the Company;
- (f) no funds will be raised from the issue of the Tranche 2 Placement Options; and
- (g) a voting exclusion statement is included in the Notice.

6. RESOLUTION 4 – APPROVAL TO ISSUE OPTIONS TO TRIPLE C CONSULTING PTY LTD

6.1 General

Resolution 4 seeks Shareholder approval for the issue of 2,862,996 Options to Triple C Consulting Pty Ltd (or its nominee) in consideration for corporate advisory services to be provided to the Company in connection with its role as Lead Manager to the Placement.

A summary of Listing Rule 7.1 is set out in Section 4.2 above.

The effect of Resolution 4 will be to allow the Company to issue the Options to Triple C Consulting Pty Ltd (or its nominee) during the period of 3 months after the Meeting (or a longer period, if allowed by ASX), without using the Company's 15% placement capacity.

6.2 Technical information required by Listing Rule 7.1

The following information is provided to Shareholders for the purposes of Listing Rule 7.3 in relation to Resolution 4:

- (a) the maximum number of Options to be issued is 2,862,996;
- (b) the Options will be issued no later than 3 months after the date of Meeting (or such later date to the extent permitted by any ASX waiver of modification of the Listing Rules), and it is intended that issue of the Options will occur on one date as soon as practicable after the Meeting;
- (c) the Options will be issued for nil consideration in part satisfaction of the fees for services provided by Triple C Consulting Pty Ltd;
- (d) the Options will be issued to Triple C Consulting Pty Ltd (or its nominee), who is not a related party of the Company;
- (e) the Options will be issued on the terms and conditions set out in Schedule 1;
- (f) no funds will be raised from the issue to Triple C Consulting Pty Ltd as the Options are being issued as part consideration for services provided to the Company; and
- (g) a voting exclusion statement is included in the Notice.

7. RESOLUTION 5 – APPROVAL TO ISSUE OPTIONS TO RED LEAF SECURITIES PTY LTD

7.1 General

Resolution 5 seeks Shareholder approval for the issue of 1,000,000 Options to Red Leaf Securities Pty Ltd (or its nominee) in consideration for corporate advisory services to be provided to the Company in connection with its role as Lead Manager to the Placement.

A summary of Listing Rule 7.1 is set out in Section 4.2 above.

The effect of Resolution 5 will be to allow the Company to issue the Options to Red Leaf Securities Pty Ltd (or its nominee) during the period of 3 months after the Meeting (or a longer period, if allowed by ASX), without using the Company's 15% placement capacity.

7.2 Technical information required by Listing Rule 7.1

The following information is provided to Shareholders for the purposes of Listing Rule 7.3 in relation to Resolution 5:

- (a) the maximum number of Options to be issued is 1,000,000;

- (b) the Options will be issued no later than 3 months after the date of Meeting (or such later date to the extent permitted by any ASX waiver of modification of the Listing Rules), and it is intended that issue of the Options will occur on one date as soon as practicable after the Meeting;
- (c) the Options will be issued for nil consideration in part satisfaction of the fees for services provided by Red Leaf Pty Ltd;
- (d) the Options will be issued to Red Leaf Securities Pty Ltd (or its nominee), who is not a related party of the Company;
- (e) the Options will be issued on the terms and conditions set out in Schedule 1;
- (f) no funds will be raised from the issue to Red Leaf Securities Pty Ltd as the Options are being issued as part consideration for services provided to the Company; and
- (g) a voting exclusion statement is included in the Notice.

8. RESOLUTIONS 6 AND 7 – APPROVAL TO ISSUE OPTIONS TO THE CHIEF EXECUTIVE OFFICER AND EXECUTIVE DIRECTOR OF SALES

8.1 General

The Company has agreed, subject to obtaining Shareholder approval, to issue a total of 20,000,000 Options (**Executive Officer Options**) to the Company's Chief Executive Officer and the Executive Director of Sales in the following apportionments:

- (a) Resolution 6 seeks Shareholder approval for the issue of 12,000,000 Executive Officer Options to Mr Bryan Carr (or his nominee); and
- (b) Resolution 7 seeks Shareholder approval for the issue of 8,000,000 Executive Officer Options to Mr Warren Barry (or his nominee).

The Executive Officer Options will be issued in tranches, and will be subject to Vesting Conditions as detailed below. The relevant exercise price, vesting price, expiry date and number of Executive Officer Options for each tranche is as follows:

Tranche	Number of Executive Officer Options to be issued to each Director (or their nominee) under each applicable Tranche	Exercise Price	Vesting Date	Expiry Date
1	<ul style="list-style-type: none"> • Mr Bryan Carr: 3,600,000 Executive Officer Options • Mr Warren Barry: 2,400,000 Executive Officer Options • Vesting Condition: The Vesting Condition for Tranche 1 will be taken to have been met if, for any 30 consecutive trading day period between the date of the grant of the Executive Officer Options and 5 February 2021, the VWAP of the 	\$0.055	Subject to the Vesting Condition of Tranche 1 being met, the Vesting Date for the Tranche 1 Executive Officer	5 February 2024

	Company's Shares is equal to or greater than \$0.055 per Share		Options is 5 February 2023	
2	<ul style="list-style-type: none"> Mr Bryan Carr: 3,600,000 Executive Officer Options Mr Warren Barry: 2,400,000 Executive Officer Options Vesting Condition: The Vesting Condition for Tranche 1 will be taken to have been met if, for any 30 consecutive trading day period between 6 February 2021 and 5 February 2022, the VWAP of the Company's Shares is equal to or greater than \$0.08 per Share 	\$0.055	Subject to the Vesting Condition of Tranche 2 being met, the Vesting Date for the Tranche 2 Executive Officer Options is 5 February 2023	5 February 2024
3	<ul style="list-style-type: none"> Mr Bryan Carr: 4,800,000 Executive Officer Options Mr Warren Barry: 3,200,000 Executive Officer Options Vesting Condition: The Vesting Condition for Tranche 1 will be taken to have been met if, for any 30 consecutive trading day period between 6 February 2022 and 5 February 2023, the VWAP of the Company's Shares is equal to or greater than \$0.12 per Share 	\$0.055	Subject to the Vesting Condition of Tranche 3 being met, the Vesting Date for the Tranche 3 Executive Officer Options is 5 February 2023	5 February 2024

8.2 Chapter 2E of the Corporations Act

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

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

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

The issue of the Executive Officer Options constitutes giving a financial benefit and Messrs Carr and Barry are related parties of the Company by virtue of being Directors.

The Board (other than Messrs Carr and Barry, who have a material personal interest in Resolutions 6 and 7 respectively) consider that Shareholder approval pursuant to Chapter 2E of the Corporations Act

is not required in respect of the issue of the Executive Officer Options and has resolved that the reasonable remuneration exception provided by section 211 of the Corporations Act is relevant in the circumstances.

8.3 Listing Rule 10.11

Listing Rule 10.11 provides that, unless a specified exception applies, an entity must not issue or agree to issue Equity Securities to a related party without the prior approval of the entity's shareholders. Messrs Carr and Barry are related parties of the Company by virtue of being Directors. The effect of passing Resolutions 6 and 7 will be to allow the Company to issue the Executive Officer Options to Messrs Carr and Barry (or their nominees) in accordance with Listing Rule 10.11.

8.4 Technical information required by Listing Rule 10.13

Listing Rule 10.13 sets out a number of matters which must be included in a notice of meeting proposing an approval under Listing Rule 10.11. The following information is provided to Shareholders for the purposes of Listing Rule 10.13 in relation to Resolutions 6 and 7:

- (a) the Executive Officer Options will be issued to Messrs Carr and Barry (or their nominees);
- (b) the maximum number of Executive Officer Options to be issued is 20,000,000, being:
 - (i) 12,000,000 Executive Officer Options to Mr Carr (or his nominee); and
 - (ii) 8,000,000 Executive Officer Options to Mr Barry (or his nominee);
- (c) the Executive Officer Options will be issued no later than 1 month after the date of the General Meeting (or a later date to the extent permitted by any ASX waiver or modification of the Listing Rules);
- (d) the Executive Officer Options will be issued for nil consideration as they will be issued as part of the remuneration package for Messrs Carr and Barry and otherwise on the terms and conditions in Schedule 2;
- (e) the current remuneration package of Messrs Carr and Barry is set out below:

FY2020		
Directors	Base Fee Salary	Lump Sum Bonus
Mr Bryan Carr	\$273,750	Up to 50% of the base fee (subject to Mr Carr meeting certain key performance conditions)
Mr Warren Barry	\$273,750	Up to 50% of the base fee (subject to Mr Barry meeting certain key performance conditions)

- (f) no funds will be raised by the issue of the Executive Officer Options; and
- (g) a voting exclusion statement is included in the Notice.

Approval pursuant to Listing Rule 7.1 is not required for the issue of the Executive Officer Options as approval is being obtained under Listing Rule 10.11. Accordingly, the issue of the Executive Officer Options to Messrs Carr and Barry (or their nominees) will not be included in the use of the Company's 15% annual placement capacity pursuant to Listing Rule 7.1.

8.5 Directors' Recommendation

All the Directors (except Mr Carr, to whom the Resolution relates) recommend that Shareholders vote in favour of Resolution 6. All the Directors (except Mr Barry, to whom the Resolution relates) recommend that Shareholders vote in favour of Resolution 7.

9. Definitions

In this Notice, Explanatory Memorandum and Proxy Form:

\$ means Australian Dollars (unless otherwise specified).

Associate has the meaning given in section 12 of the Corporations Act.

ASX means ASX Limited (ACN 008 624 691) and, where the context permits, the Australian Securities Exchange operated by ASX.

AWST means Western Standard Time, being the time in Perth, Western Australia.

Board means the board of Directors of the Company.

Chair means the person appointed to chair the Meeting or any part of the Meeting.

Closely Related Party has the meaning given to that term in the Corporations Act.

Company means RooLife Group Ltd ACN 613 410 398.

Constitution means the Constitution of the Company in force as at the date of this Notice.

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

Director means a director of the Company.

Director's Report means the annual director's report prepared under Chapter 2M of the Corporations Act for the Company and its controlled entities.

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

Executive Officer Options means an Option grant pursuant to Resolutions 6 and 7 with the terms and conditions set out in Schedule 2.

Explanatory Memorandum means the explanatory memorandum attached to this Notice.

Key Management Personnel has the meaning given to that term in the Corporations Act.

Listing Rules means the listing rules of ASX.

Managing Director means the managing Director of the Company.

Meeting or **AGM** has the meaning in the introductory paragraph of the Notice.

Notice or **Notice of Meeting** means this notice of General Meeting and includes the Explanatory Memorandum.

Option means an option to acquire a Share.

Proxy Form means the proxy form attached to the Notice.

Resolution means a resolution contained in this Notice.

Section means a section contained in this Explanatory Memorandum.

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

Schedule means a schedule to this Notice.

Shareholder means a shareholder of the Company.

Tranche 1 Placement Shares has the meaning given in Section 4.

Tranche 2 Placement Options has the meaning given in Section 5.

Vesting Conditions means the Executive Officer Options are subject to vesting conditions as set out in Section 8.1.

VWAP means volume weighted average market price of a Share.

SCHEDULE 1 – TERMS OF OPTIONS

The following terms and conditions apply to the Options the subject of Resolutions 3 and 4.

(a) **Entitlement**

The Options entitle the holder to subscribe for one Share upon exercise of each Option.

(b) **Exercise Price and Expiry Date**

The Options have an exercise price of \$0.05 (**Exercise Price**) and an expiry date of 5.00pm (AWST) on 31 October 2021 (**Expiry Date**).

(c) **Exercise Period**

The Options are exercisable at any time on or prior to the Expiry Date. If an Option is not exercised before the Expiry Date it will automatically lapse (and thereafter be incapable of exercise).

(d) **Notice of Exercise**

The Options may be exercised by notice in writing to the Company (**Notice of Exercise**) and payment of the Exercise Price for each Option being exercised.

(e) **Exercise Date**

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

(f) **Shares issued on exercise**

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

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

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

(h) **Timing of issue of Shares**

Within 15 business days after the later of the following:

(i) the Exercise Date; and

(ii) when excluded information in respect to the Company (as defined in section 708A(7) of the Corporations Act) (if any) ceases to be excluded information,

the Company will:

(iii) allot and issue the Shares pursuant to the exercise of the Options;

- (iv) if required, give ASX a notice that complies with section 708A(5)(e) of the Corporations Act or lodge a prospectus with ASIC that qualifies the Shares for resale under section 708A(11) of the Corporations Act; and
- (v) apply for official quotation on ASX of Shares issued pursuant to the exercise of the Options.

(i) **Participation in new issues**

There are no participation rights or entitlements inherent in the Options and holders will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Options. However, the Company will ensure that for the purposes of determining entitlements to any such issue, the record date will be at least ten business days after the issue is announced. This will give the holders of Options the opportunity to exercise their Options prior to the date for determining entitlements to participate in any such issue.

(j) **Adjustment for bonus issue of Shares**

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

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

(k) **Adjustment for rights issue**

If the Company makes an issue of Shares pro rata to existing Shareholders there will be no adjustment of the Exercise Price of an Option.

(l) **Adjustment for reorganization**

If there is any reconstruction of the issued share capital of the Company, the rights of the Option holders may be varied to comply with the Listing Rules which apply to the reconstruction at the time of the reconstruction.

(m) **Quotation of Options**

Application will be made by the Company to ASX for quotation of the Options upon issue.

(n) **Options transferable**

The Options are transferable in accordance with relevant market rules.

(o) **Lodgement instructions**

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

SCHEDULE 2 – TERMS AND CONDITIONS OF EXECUTIVE OFFICER OPTIONS

(a) **Entitlement**

Each Executive Officer Option entitles the holder (**Optionholder**) to subscribe for one Share upon exercise of the Executive Officer Option.

(b) **Exercise Price, Vesting Conditions, Vesting Date and Expiry Date**

The Executive Officer Options will be issued in tranches, and will be subject to Vesting Conditions as detailed below. The relevant exercise price, vesting price, expiry date and number of Executive Officer Options for each tranche is as follows:

Tranche	Number of Executive Officer Options to be issued to each Director (or their nominee) under each applicable Tranche	Exercise Price	Vesting Date	Expiry Date
1	<ul style="list-style-type: none"> Mr Bryan Carr: 3,600,000 Executive Officer Options Mr Warren Barry: 2,400,000 Executive Officer Options Vesting Condition: The Vesting Condition for Tranche 1 will be taken to have been met if, for any 30 consecutive trading day period between the date of the grant of the Executive Officer Options and 5 February 2021, the VWAP of the Company's Shares is equal to or greater than \$0.055 per Share 	\$0.055	Subject to the Vesting Condition of Tranche 1 being met, the Vesting Date for the Tranche 1 Executive Officer Options is 5 February 2023	5 February 2024
2	<ul style="list-style-type: none"> Mr Bryan Carr: 3,600,000 Executive Officer Options Mr Warren Barry: 2,400,000 Executive Officer Options Vesting Condition: The Vesting Condition for Tranche 1 will be taken to have been met if, for any 30 consecutive trading day period between 6 February 2021 and 5 February 2022, the VWAP of the Company's Shares is equal to or greater than \$0.08 per Share 	\$0.055	Subject to the Vesting Condition of Tranche 2 being met, the Vesting Date for the Tranche 2	5 February 2024

			Executive Officer Options is 5 February 2023	
3	<ul style="list-style-type: none"> Mr Bryan Carr: 4,800,000 Executive Officer Options Mr Warren Barry: 3,200,000 Executive Officer Options Vesting Condition: The Vesting Condition for Tranche 1 will be taken to have been met if, for any 30 consecutive trading day period between 6 February 2022 and 5 February 2023, the VWAP of the Company's Shares is equal to or greater than \$0.12 per Share 	\$0.055	Subject to the Vesting Condition of Tranche 3 being met, the Vesting Date for the Tranche 3 Executive Officer Options is 5 February 2023	5 February 2024

(c) **Vesting Conditions**

The Executive Officer Options are subject to the vesting conditions relating to the average 30-day VWAP of the Company's Shares as detailed in the table above (**Vesting Condition**). The Executive Officer Options will automatically lapse if the Vesting Condition is not satisfied and is not waived by the Board in its sole discretion.

(d) **Exercise Period**

Subject to the satisfaction of the Vesting Condition, the exercise period for Executive Officer Options will commence when the Executive Officer Options have vested on the applicable Vesting Date and will end on the applicable Expiry Date for those Executive Officer Options (**Exercise Period**).

(e) **Cessation of Employment or Engagement**

Where an Optionholder (or, in the case of a nominee Optionholder, the related party Director of that nominee) ceases employment or engagement (as applicable) with the Company, all Executive Officer Options that have not been exercised will continue in force and remain exercisable, for a period of 3 months from the date the employment of the Optionholder (or applicable related party Director) ceases their employment or engagement with the Company.

(f) **Notice of Exercise**

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

(g) **Exercise Date**

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

(h) **Change of Control Event**

(i) A **Change of Control Event** occurs where:

- (A) an offer is made for Shares pursuant to a takeover bid under Chapter 6 of the Corporations Act and is, or is declared, unconditional; or
- (B) the Court sanctions under Part 5.1 of the Corporations Act a compromise or arrangement relating to the Company or a compromise or arrangement proposed for the purposes of or in connection with a scheme for the reconstruction of the Company or its amalgamation with any other company or companies; or
- (C) any other merger, consolidation or amalgamation involving the Company occurs which results in the holders of Shares immediately prior to the merger, consolidation or amalgamation being entitled to 50 per cent or less of the voting shares in the body corporate resulting from the merger, consolidation or amalgamation; or
- (D) the Company enter into agreements to its main business undertaking or the principal assets (whether or not in the form of shares in the Company) of the Company to a person, or a number of persons, and those agreements become unconditional; or
- (E) the Board determines in its reasonable opinion, control of the Company has or is likely to change or pass to one or more persons.

(ii) In the case of clause (h)(i)(D), where the Company agrees to sell or dispose of its main business undertaking or principal assets for cash (**Business Sale**) and the Company decides not to distribute the cash proceeds of the Business Sale to Shareholders, the Company, with the consent of the Optionholder, may cancel or buy-back vested Executive Officer Options for a price per Executive Officer Option that is equal to the net proceed of the Business Sale divided by the number of Shares on issue, less the Exercise Price.

(iii) The Company shall give written notice of any Change of Control Event to each Optionholder. Subject to the satisfaction of the Vesting Condition, upon the giving of any such notice an Optionholder may exercise any of their Executive Officer Options within the Exercise Period by delivery to the registered office of the Company or such other address as determined by the Board of:

- (A) a signed Notice of Exercise;

(B) a cheque or cash or such other form of payment determined by the Board in its sole and absolute discretion as satisfactory for the amount of the Exercise Price; and

(C) the Executive Officer Options certificate, or documentary evidence satisfactory to the Board that the Executive Officer Options certificate was lost or destroyed.

(iv) On the occurrence of a Change of Control Event, and the average price by which the Shares are acquired under that Change of Control Event exceeds the relevant Tranche's Vesting Condition Exercise Price in clause (b), then the Vesting Condition attached to the Executive Officer Options the subject of that Tranche, will be deemed to have automatically be met.

(i) Timing of issue of Shares on exercise

Within 15 Business Days after the Exercise Date, the Company will:

(i) issue the number of Shares required under these terms and conditions in respect of the number of Executive Officer Options specified in the Notice of Exercise and for which cleared funds have been received by the Company;

(ii) if required, give ASX a notice that complies with section 708A(5)(e) of the Corporations Act, or, if the Company is unable to issue such a notice, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors; and

(iii) if admitted to the official list of ASX at the time, apply for official quotation on ASX of Shares issued pursuant to the exercise of the Executive Officer Options.

If a notice delivered under clause (i)(ii) for any reason is not effective to ensure that an offer for sale of the Shares does not require disclosure to investors, the Company must, no later than 20 Business Days after becoming aware of such notice being ineffective, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors.

(j) Shares issued on exercise

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

(k) Reconstruction of capital

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

(l) Participation in new issues

There are no participation rights or entitlements inherent in the Executive Officer Options and Optionholders will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Executive Officer Options without exercising the Executive Officer Options,

(m) **Change in exercise price**

An Executive Officer Option does not confer the right to a change in Exercise Price or a change in the number of underlying securities over which the Executive Officer Option can be exercised.

(n) **Transferability**

The Executive Officer Options are transferable subject to any restriction or escrow arrangements imposed by ASX or under applicable Australian securities laws.

(o) **Not quoted**

The Executive Officer Options will not be listed for quotation on ASX.

(p) **Cashless Exercise**

In lieu of paying the aggregate Exercise Price under clause (b), the Board may, in its sole and absolute discretion, permit an Optionholder to elect to receive, without payment of cash or other consideration, upon surrender of the applicable portion of the exercisable Executive Director Options to the Company, a number of Shares determined in accordance with the following formula (a **Cashless Exercise**):

$$A = [B \times (C - D)] / C$$

where:

A = the number of Shares (rounded down to the nearest whole of number) to be issued to the Optionholder pursuant to this clause (p);

B = the number of Shares otherwise issuable upon the exercise of the Executive Officer Option or portion of the Executive Officer Option being exercised;

C = the Market Value of one Share determined as of the date of delivery to the Company Secretary of the Notice of Exercise; and

D = the Exercise Price.

For the purposes of this clause (p) **Market Value** means, at any given date, the VWAP per Share traded on the ASX over the five (5) trading days immediately preceding that given date.



RLG

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

Need assistance?



Phone:

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



Online:

www.investorcentre.com/contact



YOUR VOTE IS IMPORTANT

For your proxy appointment to be effective it must be received by **10:00am (AWST) Wednesday, 4 March 2020.**

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.

ATTENDING THE MEETING

If you are attending in person, please bring this form with you to assist registration.

Corporate Representative

If a representative of a corporate securityholder or proxy is to attend the meeting you will need to provide the appropriate "Appointment of Corporate Representative" prior to admission. A form may be obtained from Computershare or online at www.investorcentre.com under the help tab, "Printable Forms".

Lodge your Proxy Form:

XX

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: I999999999

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.

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

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



I 9999999999

I ND

Proxy Form

Please mark to indicate your directions

Step 1 Appoint a Proxy to Vote on Your Behalf

XX

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

the Chairman of the Meeting **OR**

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

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the General Meeting of RooLife Group Ltd to be held at the offices of HLB Mann Judd, Level 4, 130 Stirling Street, Perth, Western Australia on Friday, 6 March 2020 at 10:00am (AWST) and at any adjournment or postponement of that meeting.

Chairman authorised to exercise undirected proxies on remuneration related resolutions: Where I/we have appointed the Chairman of the Meeting as my/our proxy (or the Chairman becomes my/our proxy by default), I/we expressly authorise the Chairman to exercise my/our proxy on Resolutions 6 and 7 (except where I/we have indicated a different voting intention in step 2) even though Resolutions 6 and 7 are connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chairman.

Important Note: If the Chairman of the Meeting is (or becomes) your proxy you can direct the Chairman to vote for or against or abstain from voting on Resolutions 6 and 7 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 Ratification of issue of Shares under Listing Rule 7.1 - Tranche 1 of Capital Raising	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 Ratification of issue of Securities under Listing Rule 7.1A – Tranche 1 of Capital Raising	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 Issue of Options – Tranche 2 of Capital Raising	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4 Approval to issue Options to Triple C Consulting Pty Ltd	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5 Approval to issue Options to Red Leaf Securities Pty Ltd	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6 Approval to issue Options to Chief Executive Officer, Mr Bryan Carr	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7 Approval to issue Options to Executive Director of Sales, Mr Warren Barry	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

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

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

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

Update your communication details (Optional)

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

